

RECORD .50
A 5059CHCK .50
01987 6-12 P4:48

CERTIFICATE OF CONVEYANCE

CLERK OF THE CIRCUIT
COURT OF WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

MT. TAMMANY, INC. (A MD. CORP.)-TRANSFEROR and

RICHMOND LEE DOWNEY (AN INDIVIDUAL)-TRANSFeree

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

RICHMOND LEE DOWNEY

Route 2, Box 380, Williamsport, Md. 21795

3) The Articles were accepted for record on December 31, 1986

As Witness my hand and the Official seal of the said Department at Baltimore this 2nd day of January, 1987.



Dean W. Kitchen
Corporate Administrator

2874 1811

RECORD .50
A 5060CHCK .50
01987 6-12 P4:48

CERTIFICATE OF CONVEYANCE

Clerk of the Circuit
Court of Washington County

Dear

In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

ROSS GARMENT COMPANY, INC. (A MD. CORP.)-TRANSFEROR

and JANE E. REEDER (AN INDIVIDUAL)- TRANSFEREE

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is

JANE E. REEDER

ROUTE 1, Box 243, Williamsport, Maryland 21795

3) The Articles were accepted for record on December 23, 1986

As Witness my hand and the Official
seal of the said Department at Baltimore
this 5TH day of January,
1987.



Dean W. Kitchen
Corporate Administrator

2877 2227

219649

RECORD .50
A 5061CHCK .50
01987 6-12 P4:48

CERTIFICATE OF CONVEYANCE

Circuit Court of
Washington County

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

EASTERN STATES SOILBUILDERS, INC. (A MD. CORP.) -TRANSFEROR

and FREDERICK W. MORRISON (AN INDIVIDUAL)-TRANSFeree

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

FREDERICK E. MORRISON

P. O. Box 34S, Sharpsburg, Maryland 21782

3) The Articles were accepted for record on December 23, 1986

As Witness my hand and the Official seal of the said Department at Baltimore this 30th day of December, 1986.



Dean W. Kitchen
Corporate Administrator

2873 1962

RECORD .50
A 5062CHCK .50
01987 6-12 P4:48CERTIFICATE OF CONVEYANCECLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

MOLLER APARTMENTS, INC. (A MD. CORP.)-TRANSFERORAND DAVID C. HESS AND HOWARD J. HESS (INDIVIDUALS)-TRANSFEREES

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

DAVID C. HESS AND HOWARD J. HESS23444 Flamingo TerraceGaithersburg, Maryland 207603) The Articles were accepted for record on December 23, 1986

As Witness my hand and the Official seal of the said Department at Baltimore this 30th day of December, 1986.

Dean W. Kitchen
Corporate Administrator

RECORD .50
A 5063CHCK .50
01987 6-12 P4:49

CERTIFICATE OF ARTICLES OF TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:


In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____
HAGERSTOWN DEVELOPMENT CORPORATION (A MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is _____
HILTON C. SMITH, JR. (AN INDIVIDUAL) TRANSFEREE

3) The Articles were accepted for record on 12/31/86, at 4:04 PM

As Witness my hand and the Official
seal of the said Department at Baltimore
this 19TH day of JANUARY,
1987.


PAUL B. ANDERSON
Assistant Corporate Administrator

RECEIVED FOR RECORD ON JUNE 12, 1987 at 4:51 P.M. CORPORATION
LIBER 37

B & E FLOORS, INC.

ARTICLES OF INCORPORATION

FIRST: We, William L. Eshleman, Route 4, Box 105, Smithsburg, Maryland 21783 and Patricia Anne Eshleman, Route 4, Box 105, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the state of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is B & E FLOORS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To operate a floor sanding and floor refinishing business;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 105, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this state are Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

70228181

RECORDED
5:00
JUN 12 1987

1987 JUN 12 1987

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1/22/87 at 10:00 A.M.

1987 JUN 22 10:30 A.M.

7

FIFTH: The total number of the shares of capital stock which the Corporation has the authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be four, which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

2. If there is stock outstanding an so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

The names of Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

William Lee Eshleman
Patricia Anne Eshleman

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized or

securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respect from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital

stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of January, 1987, and we acknowledge the same to be our act.

Judith L. Feather
WITNESS

William L. Eshleman
William L. Eshleman

Judith L. Feather
WITNESS

Patricia A. Eshleman
Patricia A. Eshleman

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 14th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared William L. Eshleman who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Judith L. Feather
Notary Public

My Commission Expires:

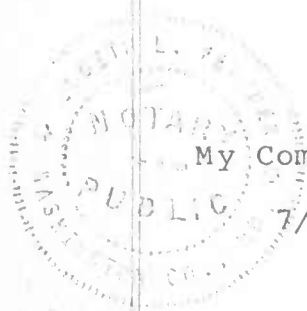
7/1/90

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 14th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Patricia A. Eshleman who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires:

7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1982

MAIL TO ADDRESS:

SCOTT L. SCHUBEL

138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

TOTAL FEES

54

Check Cash

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
B & E FLOORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 22, 1987 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 22

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2277770

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SCOTT C. SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

142C3001761

A 222524



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2887 2380

ARTICLES OF INCORPORATION

HAMILTON & FAIR INCORPORATED

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

1-27-87

9.58A

FIRST: I, Richard W. Lauricella, whose post office address is P.O. Box 1269, Hagerstown, Maryland 21741-1269, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Hamilton & Fair Incorporated.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) Restoration of antiques; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 407, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, P.O. Box 1269, 28 W. Hagerstown, Maryland 21741-1269. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares at \$100.00 par value stock.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Gary W. Hamilton.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

1987 JAN 27 A 9:58

W. Hamilton St.

70278260

RECORDED
JAN 27 1987
1-27-87
1987

1986 1986

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of January, 1987, and I acknowledge the same to be my act.

WITNESS:


 Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, That on this 23rd day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
 July 1, 1990

 Notary Public

1986 1987



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

15

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Richard Lauricella

28 W. Wash. St.

Hagerstown, Md

21741-1269

TOTAL FEES

46

Check

Cash

Documents on checks

APPROVED BY:

915

NOTE:

ARTICLES OF INCORPORATION
OF
HAMILTON & FAIR INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 27, 1987 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2277648

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD W. LAURICELLA
28 W. WASHINGTON STREET
HAGERSTOWN MD 21741 1269

141C3001748

A 222506



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2886 1935

ARTICLES OF INCORPORATION

FAIR & HAMILTON INCORPORATED

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

1-27-87

9.58

FIRST: I, Richard W. Lauricella, whose post office address is P.O. Box 1269, Hagerstown, Maryland 21741-1269, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Fair & Hamilton Incorporated.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

- (1) Ownership and sale of antiques; and to engage in any other lawful purpose and/or business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 407, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, P.O. Box 1269, Hagerstown, Maryland 21741-1269. Said Resident Agent is an individual actually residing in this State.

28. W

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares of at \$100.00 par value stock.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Larry G. Fair.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

1987 JAN 27 A 9:58

Washington St.

70278263

RECORDED
INDEXED
JUN 12 1987
6-12 PM 4:51

1987 JUN 12

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of January, 1987, and I acknowledge the same to be my act.

WITNESS:


Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 23rd day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1990

1987 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

19

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40
☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Louicella
28 W. Washington St
Hagerstown, Md
21741-1269

NOTE: _____

2006 1242

ARTICLES OF INCORPORATION
OF
FAIR & HAMILTON INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 27, 1987 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2277655

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD W. LAURICELLA
28 W. WASHINGTON STREET
HAGERSTOWN MD 21741 1269

141C3001749

A 222507



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2886 1939

ARTICLES OF INCORPORATION

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is KENLY FARMS COMMUNITY ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is at 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740. ✓

ARTICLE III

Stephen B. Sagi, whose address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, is hereby appointed the registered agent of the Association. ✓

ARTICLE IV

The terms "Association", "Common Area", "Company", "Lots", "Owner", and "Property" as used in these Articles of Incorporation shall have the same meanings set forth in the Declaration of Covenants, Conditions and Restrictions Relating to the Kenly Farms Community Association dated January 16, 1987, and recorded among the Land Records of Washington County, Maryland, in Liber 833, folio 483 (the "Declaration").

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to :

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth in length;

(b) fix, levy, collect and enforce payments by any lawful

70208030

4867 2154

1987 JAN 19 P 2:30

2:30

1/19/87

means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licences, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration.

(d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall be the assent of two-thirds (2/3) of the votes of each class of members; and

(g) have and to exercise any and all powers, rights, and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A membership shall be all Owners with the exception of the Company and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, however, for purposes of a quorum they shall be treated as a single member. The votes for such Lot shall be exercised as they are determined, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Members shall be the Company and shall be entitled to three votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) on the seventh anniversary of the date of the Declaration.

Provided, however, the Class B Membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the Company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Stephen B. Sagi
William Oates
Keith Semler

These directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X


The Association shall exist perpetually.

ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, amend, or change any of the terms or provisions of these

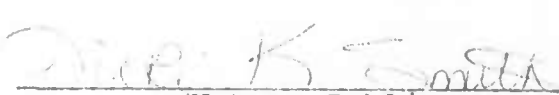
Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power, and authority of the Company may be exercised if any only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof of any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Administration or any successor agencies thereto approve the Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Maryland, the undersigned, Stephen B. Sagi, whose post office address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen years of age, has executed these Articles of Incorporation this 16th day of January, 1987, for the purposes of incorporating this Association.


Stephen B. Sagi

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of January, 1987, before me, the subscribed, a Notary Public of the State and County aforesaid, personally appeared Stephen B. Sagi and acknowledged the foregoing instrument to be his voluntary act and deed.


Notary Public

My Commission Expires: 7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

25

DOCUMENT CODE

02

BUSINESS CODE

04

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock ☒ Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Day + Schneider
120 W. Washington St #300
Hagerstown, MD 21740

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

A

2087 2180

ARTICLES OF INCORPORATION
OF
KENLY FARMS COMMUNITY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 19, 1987 AT 2 30 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$ _____

D2276467

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
DAY AND SCHNEIDER, P.A.
120 W. WASHINGTON STREET
SUITE 300
HAGERSTOWN

MD 21740

139C3001630

A 222404



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2887 2163

TOWIJA LTD.

TOWIJA LTD is a close corporation under title 4.

Articles of Incorporation

FIRST: The undersigned, Thomas L. & Janet L. Norton, whose post office address is Rt. 1, Box 67, White Plains, Md., 20695, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, which is hereinafter called the Corporation, is TOWIJA LTD.

THIRD: The Corporation shall be a close corporation as authorized by Title 4. All outstanding shares of the Corporation must be held by individual shareholders.

FOURTH: The purposes for which the Corporation is formed are as follows:

- a. To engage primarily in the specific business of selling, buying, manufacturing, marketing, and distributing real and personal property of every kind and description.
- b. To engage generally in the business of retail and wholesale selling, advertising, auto repair service, and marketing of services of every kind and description.
- c. To engage in any business, related or unrelated to those described in clauses a. and b. of this Article, from time authorized or approved by the board of directors of this corporation or carry on any other trade or business which can, in the opinion of the Corporation, be advantageously carried on in connection with or auxiliary to those described in clauses a. and b. of this Article, and to all such things as are incidental or conducive to the attainment to the above objects or any of them;
- d. To become a member of any partnership or joint venture and to enter into any lawful arrangement for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporations;
- e. To guarantee the contracts of customers and others;
- f. To do business anywhere in the world;
- g. To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law;
- h. To acquire, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without of the state, and take real or personal property by will, gift, or bequest;

70168180

RECORDED
5073CHW
01987 6-12 P4:52

- i. To assume any obligations, enter into any contracts, or do any acts incidental to the transaction of its business or to the issue or sale of its securities, or expedient for the attainment of its corporate purposes;
- j. To borrow money and issue bonds, debentures, notes and evidence of indebtedness, and secure the payment of performance of its obligations by mortgage or otherwise;
- k. To acquire, subscribe for, hold, own, pledge, and otherwise dispose of and represent shares of stock, bonds, and securities of any corporation domestic or foreign.
- l. To purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligation and, subject to the provisions of the Corporation laws of the state of incorporation, purchase or otherwise acquire its own shares;
- m. Subject to the provision of the Articles, to redeem shares thereby made subject to redemption.
- n. To make donations for the public welfare or for charitable, scientific, or educational purposes;
- o. To sue and be sued in any court;
- p. To adopt, use and at will, alter a corporate seal, but failure to affix a seal shall not affect the validity of any instrument;
- q. To make by-laws;
- r. To appoint such subordinate officers or agents as its business may require, and to allow them suitable compensation.

The foregoing shall be construed as objectives, purposes, and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the state of incorporation or any state within which business may be carried on.

The objects, purposes and powers specified herein shall, accept as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes, and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, or powers.

The Corporation may in its by-laws confer powers, not in conflict with the law, upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute. The Corporation is hereby authorized by law.

✓ FIFTH: The post office address of the principal office of the Corporation in Maryland is Rt. 1, Box 67, Hanson Road, White Plains, Md., 20695. Said post office address of the principal office of the Corporation is the same for Janet L. Norton, the resident agent of the Corporation in Maryland. Said agent is a citizen of Maryland and actually resides therein.

SIXTH: The following is a description of each class of stock of the Corporation with the preferences, conversions and other rights, voting powers, restrictions, limitations, as to individuals and qualifications of each class:

- a. All shares are common stocks;
- b. 3,000 shares authorized;
- c. No par value

SEVENTH: After the completion of the organizational meeting of the directors and the issuance of common stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director, whose name is Thomas L. Norton.

EIGHTH: There is no provision for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on.....1986.

Witness:

Thomas L. Norton
.....
Name

Janet L. Norton
.....
Name

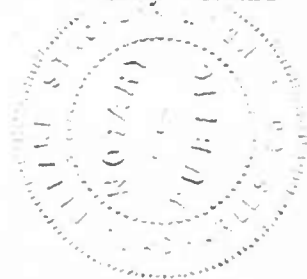
I HEREBY CERTIFY that on December 20, 1986, before me, the subscriber, a notary public of Charles County, in and for State of Maryland, appeared Name and Her Name and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, the day and year last above written.

S. E. Stachurs
.....
Name

Notary Public

My commission expires 7-1-88.....



2887 1855



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

☒ Close☒ Stock☐ NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Janet Norton
Rt 1, Box 67
Hanson Rd
White Plains, Md

TOTAL
FEES

40

Check

Cash

Documents on checks

NOTE:

20695

APPROVED BY:

Jo

ARTICLES OF INCORPORATION
OF
TOWIJA LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 16, 1987 AT 10 45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00

\$

D2276020

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 30 1987

RETURN TO
JANET L. NORTON
ROUTE 1, BOX 67
HANSON ROAD
WHITE PLAINS

MD 20695

139C3001586

A 222372



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2887 1853

TEL-COM DISTRIBUTORS, INC.

ARTICLES OF INCORPORATION

1987 JAN 20
 RECORD
 A 074CHCK 5.00
 V 01987 6-12 P4:52
 10

FIRST: We, William Bradford Ross, III, Edward A. Leonardczyk, and Lewis C. Metzner, whose post office address is 49 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Tel-Com Distributors, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To market, sell, distribute, purchase, lease, equipment of any type or nature but more specifically included but not limited to telephonic communication equipment. The Corporations purpose shall be to engage in any and all business that relate directly or indirectly to the marketing sales rental or leasing of any type of services included but not limited to telephonic communication services.

(2) To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is 49 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, 49 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland. ✓

FIFTH: The total number of shares of captial stock which the Corporation has authority to issue is Three Thousand (3,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but no less than the number of stock-holders.

70238210

1987 1987

APPROVED FOR RECORD

AND TAXATION

1/26/87 10:00 A

The name of the directors and sole stockholders of the Corporation who shall act as the directors of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: William Bradford Ross, III, President, Edward A. Leonarczyk, Vice-President, and Lewis C. Metzner, Secretary and Treasurer.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the time prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHT: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants, or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

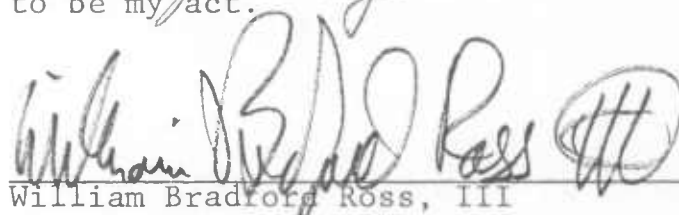
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

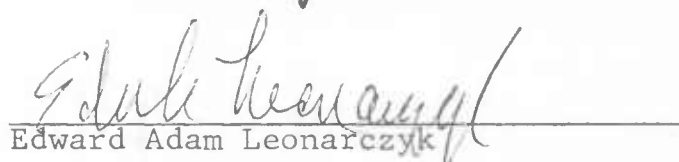
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in

accordance with the Indemnification Section: provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 14th day of January, 1987, and we acknowledge the same to be my act.


William Bradford Ross, III


Edward Adam Leonarczyk


Lewis C. Metzner



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

35

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 10 Organ. & Capitalization
61 10 Rec. Fee (Arts. of Inc.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or
Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ Rec. Fee (Dissolution)
66 _____ Rec. Fee (Revival)
52 _____ Foreign Qualification
50 _____ Cert. of Qual. or Reg.
51 _____ Foreign Name Registration
13 _____ Certified Copy
56 _____ Foreign Penalty
54 _____ For. Supplemental Cert.
73 _____ Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited
Partnership
85 _____ Termination of Limited
Partnership
21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
31 _____ Corp. Good Standing
NA _____ Foreign Corporation
Registration
Other _____

Code _____

ATTENTION: _____

MAILED JUN 30 1987

MAIL TO ADDRESS: _____

LEWIS C. METZNER, PA
49 NORTH POTOMAC STREET
HAGERSTOWN, MD. 21740

TOTAL
FEES

40

☒ Check

☐ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: MP

ARTICLES OF INCORPORATION
OF
TEL-COM DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 20, 1987 AT 10 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2275618

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
LEWIS C. METZNER, P.A.
49 N. POTOMAC STREET
HAGERSTOWN MD 21740

139C3001545

A 222339



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2587 1635

M. REAGAN & SON, INC.

(a closed corporation)

ARTICLES OF INCORPORATION

1987 JAN 19 A 10:28

RECORD 5.00
CHECK 5.00
01987 6-12 P4:53

FIRST: The undersigned, MICHAEL G. REAGAN, whose post office address is RT. 1, BOX 304, WILLIAMSPORT, MARYLAND 21795, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is M. REAGAN & SON, INC.

THIRD: The Corporation shall be a close corporation as authorized under Title 4 of the General Corporation Laws of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

To engage in the business of GENERAL CONTRACTING AND BUILDING OF COMMERCIAL AND RESIDENTIAL STRUCTURES OF ALL KINDS. To further engage in the wholesale and retail sale of materials required in said business, including purchasing, acquiring, owning, leasing, selling, transferring, encumbering, installing, and generally dealing in the business of BUILDING CONSTRUCTION; and any accessory business therewith; and the purchasing, acquiring, owning, selling and generally dealing with all types of supplies used in the CONSTRUCTION business; and further to conduct a loan or brokerage business financing the sale of equipment and/or other products and supplies. To otherwise acquire open accounts, receivables, notes, drafts, and acceptances from any and all persons or corporations in the trade, and to otherwise sell, and dispose of any kind and all lien obligations or indebtedness incurred, or to be incurred by any written instrument, and to

guarantee, pledge, borrow or raise money for any such investments, in any way, and to do such other financing as may be for the welfare of the Corporation.

AND, further, to do all things incidental to or required for, or useful in connection with, any of its businesses, and generally to carry on any other business which can be advantageously carried on in conjunction with, and incidental to, any of the matters aforesaid.

AND, further, to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

PROVIDED, however, that nothing herein contained shall be done unagreeably to the Laws of the State of Maryland. The enumerated special powers as herein specified not being intended to exclude or to be construed as a waiver of or a limitation of any such other powers, rights, and privileges.

FIFTH: The post office address of the principle office of the Corporation in Maryland is RT. 1, BOX 304, WILLIAMSPORT, Maryland 21795. The name and the post office address of the RESIDENT AGENT of the Corporation in Maryland is ^{Michael Reagan} RT. 1, BOX 304, WILLIAMSPORT, MARYLAND, 21795.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5000) shares having no par value.

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time the Corporation shall have one director, namely, MICHAEL G. REAGAN.

EIGHTH: The duration of the Corporation shall be perpetual.

1982 1252

WITNESS: I HAVE SIGNED THESE ARTICLES OF INCORPORATION AND
CERTIFY THAT THIS IS A VOLUNTARY ACT ON THIS 15TH DAY OF JANUARY,
1987.

Witness:

Phil D. Reagan

Barbara K. Duval



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

21

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Michael Reagan

Rt 1, Box 304

Williamsport, MD

21795

TOTAL
FEES

40

☒ Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY:

PCM

ARTICLES OF INCORPORATION
OF
M. REAGAN & SON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 19, 1987 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2273720

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED JUN 30 1987**
MICHAEL REAGAN
ROUTE 1, BOX 304
WILLIAMSPORT MD 21795

137C3001356

A 222167



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2885 0250

42

ARTICLES OF INCORPORATION

OF

W W MARKETING CORPORATION

1-16-87

9:19W

FIRST: I, Roy E. Snyder, II, whose post office address is 75 Manor Drive, Apt. 102, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: W W Marketing Corporation.

THIRD: The purposes for which the Corporation is formed are:

(1) To market given products, services, and commodities.

(2) To engage in the dispensing of food, operating as a restaurant, and generally to purchase or otherwise acquire restaurants, and to own, hold, lease, rent, or sell such business or businesses, and to engage in the purchase, sale, preparation and marketing of food and food products.

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 914 Corbett Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roy E. Snyder, II, 75 Manor Drive, Apt. 102, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

70168033

1987 JAN 16 A 9:19

RECORD
5076CHK
01987 6-12 P4:55

1984 2683

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000 shares of common stock with par value of \$1.00 per share.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

(1) Roy E. Snyder

(2) L'Roy E. Snyder

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the stock of the Corporation of any class now or hereafter authorized, or any securities exchange-able for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices or redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in now way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(3) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) The merger of the Corporation into another Corporation or the merger of one or more other Corporation in the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such;

(e) the sale, lease, exchange, or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;

such actions shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHT 3.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director of officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section;

provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred Subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representatives other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of January, 1987 and I acknowledge the same to be my act.

WITNESS:

A. V. Thompson

R. E. [Signature] (SEAL)

1987 1687



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

47

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE	AMOUNT	FEE REMITTED
------	--------	--------------

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Ray Snyder
75 Manor Dr. #102
Hagerstown, Md
21740

TOTAL
FEES

40

☒ Check

Cash

Documents on checks

APPROVED BY:

NOTE:

RAA - 21740

2004 2000

ARTICLES OF INCORPORATION
OF
W W MARKETING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 16, 1967 AT 9:19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2272870

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROY SNYDER
75 MANOR DRIVE
HAGERSTOWN

MD 00000

137C3001271

A 222090



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3884 2682

CHILDREN'S VILLAGE OF WASHINGTON COUNTY, INC.

ARTICLES OF INCORPORATIONRECORD 5.00
A-5077CHCK 5.00
1-01987 6-12 P4:56

I, E. Kenneth Grove, Jr., whose Post Office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age do hereby form a corporation under the General Laws of the State of Maryland.

FIRST: The name of the Corporation, which is hereinafter called the "Corporation", shall be:

Children's Village of Washington County, Inc.

SECOND:

a. The Corporation is organized for the purpose of providing education and instruction to children regarding various hazards and threats to their health and well-being that exist in our society.

b. The Corporation shall exercise all powers accorded a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of exempt purposes as hereinafter provided.

c. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

THIRD: The post office address of the principal office of the Corporation in Maryland is 105 Underpass Way, Hagerstown, Maryland 21740.

The name and post office address of the resident agent of the Corporation in Maryland is Larry Craig, 114 Greenwood Drive, Hagerstown, Maryland 21740.

SEALER STATE OF MARYLAND

2085 1423

70'28'11

1-12-87

9:40A

Said resident agent is an individual actually residing in Maryland.

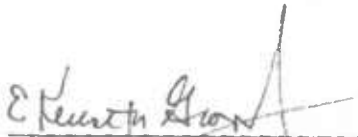
FOURTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

FIFTH: The number of Directors of the Corporation shall be thirteen (13), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors who shall act until the first annual meeting or until their successor(s) are duly chosen and qualified are: Arthur Katz, Hilda Katz, Jerry E. Matthews, Larry Craig, Lillian Huntsberry, Ronald Myers, E. Kenneth Grove, Jr., James R. Lemmert, Seibert C. Shifler, Gerald E. Hoak, Douglas Pelfrey, Walter Bell, and Donald Wood.

SIXTH: Upon dissolution of the Corporation, after making provision for the payment of all of the liabilities of the Corporation, the Directors shall dispose of the remaining assets to any other organization of this or any other state, having a similar or analogous character or purpose which has qualified for tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act this 7th day of February, A.D., 198 .

Witness:


E. Kenneth Grove, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

51

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock ☒

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Meepers + King
P.O. Box 12670
Hagerstown Md
1 21741-1267

TOTAL
FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

ARTICLES OF INCORPORATION
OF
CHILDREN'S VILLAGE OF WASHINGTON COUNTY,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 12, 1987 AT 9 40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 20

\$ 20

\$

D2272243

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MEYERS & YOUNG
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

136C3001208

A 222029



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2885 1422

RECORD 5.00
A 5078CHCK 5.00
01987 6-12 P4:56

ARTICLES OF INCORPORATION

HAR-TRU PRODUCTS CORPORATION

100577-9 P 12:09

mn

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is HAR-TRU PRODUCTS CORPORATION.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the sale of tennis court accessories; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1637 Salem Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Richard N. Funkhouser, Jr., Edward A. Fielden, and Richard W. Lauricella.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

70148000

1987 1987

STATE OF MARYLAND
RECORDED FOR
1/9/87 at 12:09 A.M.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not

indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of January, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 6th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose
Notary Public

2693 3824



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 _____ Rec. Fee (Amendment)
 63 _____ Rec. Fee (Merger or
 Consolidation)
 64 _____ Rec. Fee (Transfer)
 65 _____ Rec. Fee (Dissolution)
 66 _____ Rec. Fee (Revival)
 52 _____ Foreign Qualification
 50 _____ Cert. of Qual. or Reg.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy
 56 _____ Foreign Penalty
 54 _____ For. Supplemental Cert.
 73 _____ Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited
 Partnership
 85 _____ Termination of Limited
 Partnership
 21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax
 31 _____ Corp. Good Standing
 NA _____ Foreign Corporation
 Registration
 _____ Other
 _____ Other

Code

ATTENTION:

MAIL TO ADDRESS:

MILLER, OLIVER, LAURICELLA

2 BEACHLEY

P.O. Box 1269

HAGERSTOWN, MD 21741

TOTAL
FEES

460

Check

Cash

Documents on 1 checks

NOTE:

APPROVED BY:

M

ARTICLES OF INCORPORATION
OF
HAR-TRU PRODUCTS CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 9, 1987 AT 12 09 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2271294

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MILLER, OLIVER, LAURICELLA, ETAL
2 BEACHLEY
P. O. BOX 1269
HAGERSTOWN MD 21741

MAILED JUN 30 1987

136C3001113

A 220942



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2085 0821

RECORD
A 5079 HCK
01987 4-12 P53D1

RECEIVED FOR RECORD ON JUNE 12, 1987 at 5:01 P.M CORPORATION

LIBER 37

COMMERCIAL OFFICE PRODUCTS, INC.

ARTICLES OF INCORPORATION

FIRST: I, SUSANNE MARIE DONALDSON, whose post office address is Route #1, Box 575, Williamsport, MD 21795, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: Commercial Office Products, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage generally in the wholesale and retail business of office supplies and stationery, and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Commercial Office Products, Inc., c/o Mrs. Susanne Marie Donaldson, Route #1, Box 575, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said

70098052

2884 1764

DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1/2/87 9:49 A

Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Cororation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are: Allan Knisley Donaldson, Susanne Marie Donaldson, and Mark Eugene Walters.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time

of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter

in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of January, 1987, and I acknowledge the same to be my act.

Susanne Marie Donaldson
Susanne Marie Donaldson



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

P.A. Religious Close ☒ Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 15 2 Certified Copy 8
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

RALPH H. FRANCE II
HAGERSTOWN TRUST CO BUILDING
51 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

TOTAL FEES

55

Check Cash

Documents on checks

APPROVED BY: MK

NOTE:

ARTICLES OF INCORPORATION
OF
COMMERCIAL OFFICE PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 9, 1987 AT 9 49 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2270643

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
RALPH H. FRANCE II
81 WEST WASHINGTON STREET
HAGERSTOWN TRUST CO. BLDG.
HAGERSTOWN MD 21740

MAILED JUN 30 1987

136C3001048

A 218953



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2884 1763

64
MR

ARTICLES OF INCORPORATION

HAR-TRU CONSTRUCTION CORPORATION-9 12 09

RECORD 5.00
A 5080CHCK 5.00
01987 6-12 P5:02

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is HAR-TRU CONSTRUCTION CORPORATION.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the sale of tennis court accessories; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1637 Salem Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Richard N. Funkhouser, Jr., Edward A. Fielden, and Richard W. Lauricella.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

70603310

2894 0447

APPROVED FOR RECORD

1209 A

1/9/87

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not

indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of January, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 6th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public



2084 1449

CONSENT TO SIMILAR NAME

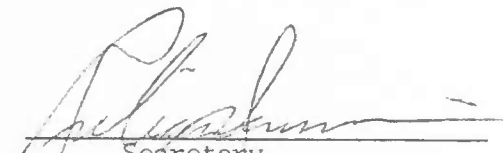
Har-Tru Corporation, by Richard N. Funkhouser, Jr., its president, does hereby consent this 8 day of January, 1987 to the approval by the State Department of Assessments and Taxation of the following named corporations:

Har-Tru Products Corporation

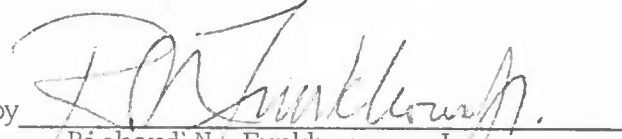
Har-Tru Construction Corporation

Further, it is intended that each will be either a wholly owned subsidiary or be owned by substantially the same shareholders as Har-Tru Corporation.

Attest:


Secretary

Respectfully submitted
Har-Tru Corporation

by 
Richard N. Funkhouser, Jr.
President



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MILLER, OLIVER, LAURICELLA,

2 BEACHLEY

P.O. Box 1269

HAGERSTOWN, MD 21741

TOTAL
FEES

46

Check

Cash

(Documents on / checks

NOTE:

APPROVED BY: _____

MP

ARTICLES OF INCORPORATION
OF
HAR-TRU CONSTRUCTION CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 9, 1987 AT 12:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2269066

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 30 1987

RETURN TO:
MILLER, OLIVER, LAURICELLA ET. AL
P.O. BOX 1269
HAGERSTOWN MD 21741

13303000890

A 220837



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3684 D-146

70

MOLLER SERVICE & INSTALLATION COMPANY

70

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Moller Service & Installation Company.

THIRD: The purposes for which the Corporation is formed are as follows:

1. The installation, service and repair of pipe organs and component parts for pipe organs; the distribution and marketing of same, both retail and wholesale; and contracting for installation, servicing and repair of pipe organs and ancillary equipment.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 403 North Prospect Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is M. P. ✓

70098050

RECORDED
206100X
01987 6-12
5:00
5:00
PM:02

1984 0439

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1/9/87 4:48 A.M.

Moller, III, 403 North Prospect Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, par value, One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Ronald F. Ellis
Henry W. A. Hanson
M. P. Moller, III

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter

authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 7th day of January, 1987.

WITNESS:

Nancy C. Boyer Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

73

DOCUMENT CODE

02

BUSINESS CODE

63

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

NANCY C. BOYER

P.O. Box 1267

HAGERSTOWN, MD 21741-

1267

TOTAL
FEES

40

Check

Cash

Documents on 1 checks

APPROVED BY: _____

NOTE: _____

ARTICLES OF INCORPORATION
OF
MOLLER SERVICE & INSTALLATION COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 9, 1987 AT 9:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

02269041

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
NANCY C. BOYER
P.O. BOX 1267
HAGERSTOWN

MD 21740

133C3000888

A 220835



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2884 0438

WESTERN MARYLAND TITLE SERVICES, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

RECORDED
A 50000000
11/9/87

10112

FIRST: I, Arthur J. Campbell, Jr., whose post office address is 115 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is

WESTERN MARYLAND TITLE SERVICES, INC.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

1. To own, manage, operate and engage in the business of transcribing records pertaining to the titles to real and personal property in Maryland and elsewhere and to make abstracts and copies thereof and to sell, furnish and distribute the same.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 115 West Washington Street, Hagerstown, Maryland 21740. The name and address of the Resident

1987 JAN -6 A 10 12

70-68107

2880 2141

Agent of the Corporation is Christopher Joliet, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock within the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Arthur J. Campbell, Jr. and Claire M. Campbell.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of December, 1986, and I acknowledge the same to be my act.


Arthur J. Campbell, Jr.

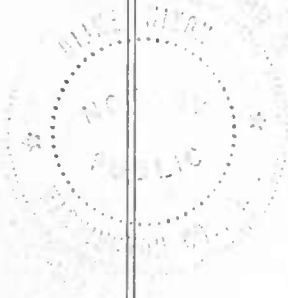
STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 31st day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur J. Campbell, Jr. and did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

William Wilson
Notary Public

My Commission Expires:
July 1, 1990



78



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A.

Religious

✓ Close

✓ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Arthur Campbell
5704 Rorer Rd
Greer Castle, Pa
17225

TOTAL
FEES

40 Check

Cash

Documents on checks

NOTE:

APPROVED BY:

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND TITLE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 6, 1987 AT 10 12 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2265163

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
ARTHUR CAMPBELL
5704 ROYER RD.
GREENCASTLE

MAILED JUN 30 1987

PA 17225

128C3000490

A 220310



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2880 2140

FALCON AIR SERVICE, INC.

ARTICLES OF INCORPORATION

RECORD
A 5110CHCK 5.00
01987 6-12 5.00
JUN 11 1987 P 9:42

myr FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Falcon Air Service, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To lease, rent, own, purchase and otherwise deal in small aircraft, contracting with individuals and corporations; operate, manage, and conduct the business of transporting passengers and freight.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 400 North Colonial Drive, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Stephen H. Pearl, 400 North Colonial Drive, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland. ✓

70098044

1987 1775

RECEIVED FOR RECORD

1/9/87 9:42 A.M.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of \$10.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Edward N. Henson, Jr.
Sharon M. Henson
Stephen H. Pearl

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

-2-

2884 1775

81

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 6th day of January, 1987.

WITNESS:

Nancy C. Baye Lynn F. Meyers
Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02BUSINESS CODE 03COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MYERS & YOUNG, P.A.P.O. Box 1267HAGERSTOWN MD 21741-1267TOTAL
FEES40

Check

Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: mf

ARTICLES OF INCORPORATION
OF
FALCON AIR SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 9, 1987 AT 9 42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2270668

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MYERS & YOUNG, P.A.
P.O. BOX 1267
HAGERSTOWN

MAILED JUN 30 1987

MD 21741 1267

136C3001050

A 218955



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2884 1774

MOUNTAINSIDE FARMS MANAGEMENT CORP.

ARTICLES OF INCORPORATION

RECORD
A 5084CHCK
1987 JUN - 20 10:42
\$1.00
\$1.00
\$5.00

FIRST: I, WALTER DAVID BROMLEY, whose post office address is Route #3, Box 196, Smithsburg, MD 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: Mountainside Farms Management Corp.

THIRD: The purposes for which the Corporation is formed are:

(1) Engage in the management of real estate, specifically farms and orchards; and to engage in any lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Walter David Bromley, Route #3, Box 196, Smithsburg, MD 21783. The name and post office address of the Resident Agent of the Corporation in this State are Walter David Bromley, Route #3, Box 196, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock

2879 2111

70628217

which the Cororation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: David Bromley

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

2879 2112

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to

purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of DECEMBER, 1986, and I acknowledge the same to be my act.

Walter David Bromley
Walter David Bromley



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	15	✓ Certified Copy 8
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

RALPH E. FRANK, II
 HAGERSTOWN TRUST COMPANY
 81 W. WASHINGTON STREET
 HAGERSTOWN, MD 21740

TOTAL
FEES

55

Check

Cash

Documents on 1 checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
MOUNTAINSIDE FARMS MANAGEMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 2, 1987 AT 10 20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2262368

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
RALPH E. FRANCE, II
81 W. WASHINGTON STREET
HAGERSTOWN TRUST BLDG. CO.
HAGERSTOWN MD 21740

MAILED JUN 30 1987

126C3000210

A 220053



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2879 2110

90

RECORD 5.00
A 5085CHCK 5.00
01987 6-12 P5:04

12/19/86.

1:57 P

ARTICLES OF INCORPORATION

OF

KUBE ELECTRIC COMPANY, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is herein-after called the Corporation) is KUBE ELECTRIC COMPANY, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To design and install electronic systems.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation is Route 2, Box 250, Williamsport, Maryland, 21795. The name and post office address of the resident agent

63568000

2677 0965

of the Corporation in this State are Robert Holbruner, Route 2, Box 250, Williamsport, Maryland 21795. Said resident agent is a citizen actually residing in this State.


SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Robert Holburner, Susan Darlene Holbruner and Russell R. Marks.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 18th day of December, 1986, and acknowledge the same to be my act.

WITNESS:



Russell R. Marks

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this _____ day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RUSSELL R. MARKS, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS, my Hand and Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1990.

2877 0965



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy <i>24</i>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Mackley, Gilbert & Marks
35 E Washington St
Hagerstown, MD 21740

TOTAL
FEES

48.00

Check

Cash

Documents on checks

APPROVED BY:

DK

NOTE:

Sender authorized same.
acknowledgement be inserted

ARTICLES OF INCORPORATION
OF
KUBE ELECTRIC COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1986 AT 1 57 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2260198

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED JUN 30 1987

124C 3006897

A 218762



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2877 0964

94

ARTICLES OF INCORPORATION

OF

D AND D BUSY BROOM, INC.

(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYALND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS D AND D BUSY BROOM, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHROIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO ENGAGE IN CLEANING AND JANITORIAL SERVICES FOR RESIDENTIAL AND COMMERCIAL BUILDINGS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALITY OF ANY OTHER PURPOSES, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 1855 HEISTERBORO ROAD, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS DONALD McClURE, WHOSE POST OFFICE ADDRESS IS 1815 HEISTERBORO ROAD, HAGERSTOWN, MARYLAND, 21740. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

2377 0742

63638311

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/29/87 at 10:53 A.M.

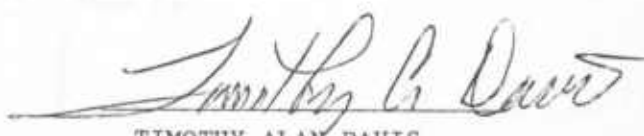
(2)

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS PRUSUANT TO SECTION 4-302, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE DONALD McCLURE.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1st DAY OF DECEMBER 1986.


TIMOTHY ALAN DAVIS

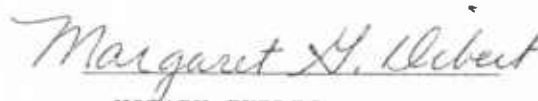
STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1st DAY OF DECEMBER 1986, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st, 1990


NOTARY PUBLIC
MARGARET G. DIBERT





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

TIMOTHY A. DAVIS, ~~RE~~1025-A MARYLAND AVENUEHAGERSTOWN MARYLAND21740TOTAL
FEES46☒

Check

Cash

1 Documents on 1 checks

NOTE: _____

APPROVED BY: MR.

ARTICLES OF INCORPORATION
OF
D AND D BUSY BROOM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 29, 1986 AT 10 53 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2259893

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
TIMOTHY ALAN DAVIS
1023 A MARYLAND AVENUE
HAGERSTOWN

MAILED JUN 30 1987

MD 21740

124C3006867

A 218743



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2877 0741

98

ARTICLES OF INCORPORATION
OF
HINCKLE MOTORS, INC.

THIS IS TO CERTIFY:

FIRST: We the undersigned, William F. Hinckle, Sr. and Helen M. Hinckle whose address is 255 Penn. Ave., Hancock, Md. 21750 and William F. Hinckle, Jr. whose address is Rt. 1, Hancock, Md. 21750 and Richard F. Hinckle whose address is 259 Penn. Ave., Hancock, Md. 21750, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Hinckle Motors, Inc.

THIRD: The purpose for which this Corporation is formed are as follows:

To own, conduct, operate, maintain and carry on the business of Auto and Truck Repairs, and Leasing and Towing Vehicles, and to do any and all things necessary and pertinent to said business.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 255 Penn. Ave., Hancock, Maryland, 21750. The name and post office address of the resident agent of the Corporation in this State are William F. Hinckle, Sr., 255 Penn. Ave., Hancock, Maryland 21750. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is fifty (50) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Five Thousand Dollars (\$5,000.00)

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are William F. Hinckle, Sr., Helen M. Hinckle, William F. Hinckle, Jr., and Richard F. Hinckle.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

RECORDED
A 508708X
01987 6-12 PM:04
5:00
5:00

65566230

2877 0495

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 1, 1986.

WITNESS:

Mary Frances Stotler

Mary Frances Stotler

Mary Frances Stotler

Mary Frances Stotler

William F. Hinckle, SR. (SEAL)
William F. Hinckle, SR.

Helen M. Hinckle (SEAL)
Helen M. Hinckle

William F. Hinckle, JR. (SEAL)
William F. Hinckle, JR.

Richard F. Hinckle (SEAL)
Richard F. Hinckle

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 1st day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William F. Hinckle, Sr., Helen M. Hinckle, William F. Hinckle, JR., and Richard F. Hinckle and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

E. M. Ward
Notary Public

My commission Expires : July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 62BUSINESS CODE 63COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

WILLIAM F. HINCKLEY, SR.

255 PEAK AVENUE

HAWCOCK, MARYLAND 21700

TOTAL
FEES
20
☒

Check

Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
HINCKLE MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 10 32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2259497

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
WILLIAM F. HINCKLE, SR.
255 PENN. AVE.
HANCOCK

MAILED JUN 30 1987

MD 21750

124C3006827

A 218711



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO 2877 0494

ARTICLES OF INCORPORATIONOF

DEC 22 A 11:40

P.F.A., INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Shirley L. Rodriguez, whose post office address is P.O. Box 762, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is P.F.A., Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

Clerical and secretarial services; consultation services for the legal profession and clinical mental health services.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

03503523

RECORDED
INDEXED
DEC 22 1987
5:00
6-12 PM:04

2876 0923

12/22/87
11:40 A

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 49 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ruy D. Arroyo, 125 Overhill Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State. ✓

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ruy D. Arroyo, Sandra A. Negley and Shirley Rodriguez.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of December, 1986.

WITNESS:

Tammi Easterday

Shirley L. Rodriguez
Shirley L. Rodriguez

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Shirley L. Rodriguez, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

105

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or
Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ Rec. Fee (Dissolution)
66 _____ Rec. Fee (Revival)
52 _____ Foreign Qualification
50 _____ Cert. of Qual. or Reg.
51 _____ Foreign Name Registration
13 9 1 Certified Copy 3 P.
56 _____ Foreign Penalty
54 _____ For. Supplemental Cert.
73 _____ Cert. of Conveyance

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited
Partnership
85 _____ Termination of Limited
Partnership
21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
31 _____ Corp. Good Standing
NA _____ Foreign Corporation
Registration
Other _____
Other _____

Code _____

ATTENTION: _____

MAILED JUN 30 1981

MAIL TO ADDRESS: _____

~~H. HOWARD CHOTTER, ESQ.~~
~~1625 RYE STREET, NW.~~
~~SUITE 925~~
~~WASHINGTON, D.C. 20006~~

NOTE:

Snyder + Elgin
28 Jonathan St
Hagerstown, Md
21740

TOTAL
FEES

42.49

Check

Cash

Documents on 1 checks

APPROVED BY: _____

2876 0926

ARTICLES OF INCORPORATION
OF
P.F.A., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 11 40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$

02259523

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
SNYDER AND ELGIN, P.A.
28 JONATHAN STREET
HAGERSTOWN

MD 21740

12303006730

A 218624



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2876 0922

ARTICLES OF INCORPORATION

R & R AIR SYSTEMS, INC.

12/23/86

10:32

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

RECORD 5.00
A 5089CHCK 5.00
01987 6-12 P5:05

FIRST: I, Richard K. Fisher, whose post office address is 30 Church Street, Mercersburg, Pennsylvania 17236, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is R & R Air Systems, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) Sales of vacuum cleaners and ownership of real estate and construction services; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 201 Westside Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert Artz, 201 Westside Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Richard K. Fisher.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Sec-

63673340

2876 0728

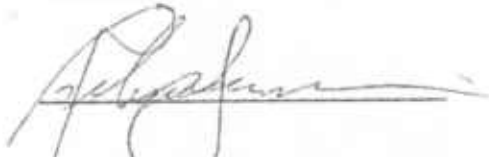
tion"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

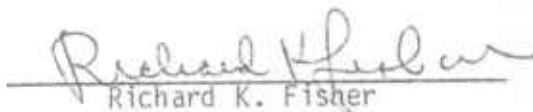
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of December, 1986, and I acknowledge the same to be my act.

WITNESS:




Richard K. Fisher

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, That on this 16th day of December 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard K. Fisher and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public



My Commission Expires:
July 1, 1990

2876 0729



STATE OF MARYLAND

State Department of Assessments and Taxation

109

Gene L. Burner, Director

DOCUMENT CODE

02 P

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____

☒ Close

☒ Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Miller, Oliver et al
GOB 1269
Hagerston, Ind 21241

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

A

2876 0730

ARTICLES OF INCORPORATION
OF
R & R AIR SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 23, 1986 AT 10 32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

02259259

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MILLER, OLIVER, LAURICELLA, ETAL
P. O. BOX 1269
HAGERSTOWN MD 21741

12303006703

A 218598



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2876 0727

ARTICLES OF INCORPORATION

12/23/86

10:32

THREE - B EQUIPMENT LEASING, INC.

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is THREE - B EQUIPMENT LEASING, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) The ownership and leasing of equipment; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1 Plum Tree Lane, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Philip Malott, Frank Malott, and John Malott.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

RECORDED
507006K
01987 6-12 5:05 PM

2876 0723

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former

director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of December, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 19th day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1990

Pamela S. Ambrose
Notary Public

2876 0725



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

028

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

✓ Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE	AMOUNT	FEE REMITTED
------	--------	--------------

20	30	Organ. & Capitalization
61	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Miller, Oliver et al
GO Box 1269

Hagerstown, Md 21741

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
THREE - B EQUIPMENT LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 23, 1986 AT 10 32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

02258242

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 30 1987

RETURN TO
MILLER, OLIVER, LAURICELLA, ETAL
P. O. BOX 1269
HAGERSTOWN MD 21741

12303506702

A 218597



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2876 0722

QUALITY ABSTRACTORS, INCORPORATED

RECORD 5:00
A 5091CHCK 5:00
01987 6-12 PM:05

A Maryland Close Corporation
Organized and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

mk
FIRST: I, Virginia L. Kaetzel, whose post office address is 1 Main Street, Brownsville, Maryland 21715, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

QUALITY ABSTRACTORS, INCORPORATED

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To do a general abstracting business in the City of Frederick, County of Frederick, and elsewhere in the State of Maryland, and among other things, to examine the titles in or to real or personal property and to make searches of the public records and files and transcripts therefrom affecting such property and to make, issue, and sell abstracts thereof and certificates relative thereto; to engage in and conduct the business of making and selling transcripts and copies of the public records and other documents and files within the State of Maryland, and of manufacturing and selling all manner of forms, indices, blanks, maps, plats, prints, reproductions, copies of records, books, and instruments of conveyance, used in conveyancing or dealing in or with real or personal property or the title thereto; and to engage in any other lawful purposes and business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 22 West Second Street, Frederick, Maryland 21701. The

68563101

2875 2890

name and post office address of the Resident Agent of the Corporation in this State is Virginia L. Kaetzel, 1 Main Street, Brownsville, Maryland 21715. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) Shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is Virginia L. Kaetzel.

EIGHTH: The Corporation shall provide any indemnification required by the Laws of Maryland and may indemnify all corporate representatives as defined and provided in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland and as hereafter amended. Notwithstanding the above, the Corporation shall provide the following indemnification:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he

is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH, or in defense of any claim, issue, or matter therein, he shall be indemnified against expense, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any other indemnification provided by the Corporation pursuant to this Article EIGHTH (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the corporate representative is proper in the circumstances because he has met the applicable standard of conduct as set forth in paragraphs (1) and (2) of this Article EIGHTH. Such determination shall be made by independent legal counsel in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the stockholders in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a corporate representative and shall inure to the benefit of the heirs and personal representatives of such a person.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1986, and I acknowledge the same to be my act.

WITNESS:



Virginia L. Kaetzel (SEAL)
Virginia L. Kaetzel

OFFICES

W. JEROME OFFUTT P.A.
OFFUTT BUILDING
22 W. SECOND STREET
FREDERICK, MD 21701
301-662-8248

2675 2893



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

VIRGINIA L. KARTZEL

1 MAIN STREET

BROWNSVILLE, MARYLAND

21715

NOTE: _____

TOTAL
FEES

\$40

☒ Check

Cash

Documents on _____ checks

APPROVED BY: _____

MK

ARTICLES OF INCORPORATION
OF
QUALITY ABSTRACTORS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 9 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$

02257582

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
VIRGINIA L. KAETZEL
1 MAIN STREET
BROWNSVILLE

MAILED JUN 30 1987

NO 21715

12303006636

A 218543



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2875 2889

122

ARTICLES OF MERGER

1-5-87

9:23a

Pursuant to §31-1-38 of the West Virginia Code of 1931, as amended; and, §3-109 of the Annotated Code of Maryland, Corporations and Associations, PIKESIDE BOWL, INC., a West Virginia corporation, and TURNER DEVELOPMENT CO., INC., a Maryland corporation, and all the directors thereof,

WITNESSETH:

I. That Pikeside Bowl, Inc., a West Virginia corporation, agrees to merge into Turner Development Co., Inc., a Maryland corporation; and that Turner Development Co., Inc., agrees to accept the merger under the terms and conditions of these Articles.

II. The name and place of incorporation of each party to the merger are as follows:

A. Pikeside Bowl, Inc., originally incorporated as Pikeside Equipment, Inc., whose Certificate of Incorporation was recorded in the Office of the Secretary of the State of West Virginia, on July 1, 1961, and duplicate Articles of which were recorded in the Office of the Clerk of the County Commission of Berkeley County, West Virginia, on the 8th day of July, 1961, in Corporation Record 9, at Page 288, and the name of Pikeside Equipment, Inc., was changed to Pikeside Bowl, Inc., by Certificate of Amendment to the Charter issued on June 4, 1973, by the Secretary of State of West Virginia, and recorded in said County Clerk's Office in Corporation Record 13, at Page 210;

B. Turner Development Co., Inc., is a Maryland corporation, whose Charter was duly filed in the State Department of Assessments and Taxation of Maryland, on the 2nd day of March, 1960;

III. The principal place of business of Pikeside Bowl,

70058003

RECORDED
6-12-87
5:05
P.M.

3505 1435

Inc., is U. S. Route 11 South, Martinsburg, Berkeley County, West Virginia; and, the principal place of business of Turner Development Co., Inc., a Maryland corporation, is U. S. Route 40 West (901 Dual Highway), in care of the Ramada Inn, Washington County, Hagerstown, Maryland 21740.

IV. The terms of the merger agreement are that Pikeside Bowl, Inc., shall be merged into and become part of Turner Development Co., Inc., and as such all the issued and outstanding shares of Pikeside Bowl, Inc. Sixty (60) shares of its One Hundred Dollar (\$100.00) par value common stock will be cancelled, and all assets of Pikeside Bowl, Inc., shall immediately become the property and owned by Turner Development Co., Inc.; and, Turner Development Co., Inc., expressly assumes and agrees to pay each, every and all of the liabilities and obligations of Pikeside Bowl, Inc. The Board of Directors of each corporation unanimously agreed to the merger agreement; and, Franklin P. Turner, is the sole shareholder of both corporations, and has unanimously agreed to same at a special meeting of the Board of Directors and Shareholders called for the purpose to consider such merger held on Tuesday, December 30, 1986.

V. Pikeside Bowl, Inc. has sixty (60) common shares of its One Hundred Dollar (\$100.00) par value common stock issued and outstanding which shall be cancelled as a result of this merger; Turner Development Co., Inc. has five thousand seven hundred forty-five (5,745) shares of its issued and authorized Ten Dollar (\$10.00) par value shares outstanding, which will be unaffected as a result of the merger. The vote of the stockholders of both corporations at the joint meeting held to consider the merger with the Boards of Directors was: Pikeside Bowl, Inc., stockholders voted sixty (60) votes for these Articles of Merger, and zero against these Articles of Merger; and, the vote of Turner Development Co., Inc.

stockholders was five thousand seven hundred forty-five (5,745) votes for these Articles of Merger, and zero against these Articles of Merger.

VI. This merger shall take effect immediately upon execution by the respective parties hereto.

VII. That Turner Development Co., Inc., a Maryland corporation, pursuant to §31-1-38(a)(2) of the West Virginia Code of 1931, as the surviving corporation, agrees with the Secretary of State of West Virginia:

(a) That it may be served with process in the State of West Virginia in any proceeding for the enforcement of any obligation of Pikeside Bowl, Inc., and for itself, and in any proceeding for the enforcement of the rights of a dissenting shareholder or member of Pikeside Bowl, Inc.;

(b) That it irrevocably appoints the Secretary of State of West Virginia as its Agent to accept service of process in any such proceeding;

(c) That it will promptly pay to dissenting shareholders or members of Pikeside Bowl, Inc., the amount, if any, to which they shall be entitled under the provisions of Article 1, Chapter 31, of the West Virginia Code of 1931, as amended, with respect to the rights of dissenting shareholders; and,

(d) That it will perform such other acts and enter into such other agreements as may be necessary to comply with the laws of the State of West Virginia to be qualified to do business within the State of West Virginia.

IN WITNESS WHEREOF, Pikeside Bowl, Inc., a West Virginia corporation, and Turner Development Co., Inc., a Maryland

corporation, do hereby enter into these Articles of Merger,
as and for the respective acts and deeds of each corporation,
this 30th day of December, 1986.

(CORPORATE SEAL)

PIKESIDE BOWL, INC.,
a West Virginia corporation

By

Herman G. Canby
Herman G. Canby,
Its President

ATTEST:

Ruth A. Decker
Ruth A. Decker,
Its Secretary

TURNER DEVELOPMENT CO., INC.,
a Maryland corporation

By

Franklin R. Turner
Franklin R. Turner
Its President

(CORPORATE SEAL)

ATTEST:

Phyllis A. Oberholzer
Phyllis A. Oberholzer,
Its Secretary

STATE OF WEST VIRGINIA
COUNTY OF BERKELEY, to-wit:

I, Melissa J. Lewis, a Notary Public of
and for the County and State aforesaid, do hereby certify
that HERMAN G. CANBY, President, and RUTH A. DECKER,
Secretary, who signed the name of PIKESIDE BOWL, INC., a West
Virginia corporation, to the foregoing writing, bearing date
the 30th day of December, 1986, have this day acknowledged
said writing to be the act and deed of said Corporation.



Given under my hand and seal this 30th day of December,

Melissa J. Lewis
NOTARY PUBLIC

My commission expires: August 27, 1996

STATE OF Maryland
COUNTY OF Washington, to-wit:

I, Deloris C. Chenger, a Notary Public of and
for the County and State aforesaid, do hereby certify that
FRANKLIN R. TURNER, President, and PHYLLIS A. OBERHOLZER,
Secretary, who signed the name of TURNER DEVELOPMENT CO.,
INC., a Maryland corporation, to the foregoing writing,
bearing date the 30th day of December, 1986, have this day

acknowledged said writing to be the act and deed of said Corporation.

Given under my hand and seal this 1st day of December, 1986.

(NOTARIAL SEAL)

Notary C. Greager
NOTARY PUBLIC

My commission expires: 7/1/90

THESE ARTICLES OF MERGER PREPARED BY: Michael L. Scales, Esquire, of the law firm of Askin, Pill, Scales & Burke, L.C., 1444 Edwin Miller Boulevard, P. O. Box 1938, Martinsburg, WV 25401.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

127

DOCUMENT CODE

11

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Pikeseide Bowl,
(WVA)
(not R/Q)

Surviving

(Transferee)

Turner Revel-
ment Co., Inc.
W 0215 905

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	20	Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED JUN 30 1981

MAIL TO ADDRESS:

Michael Scales
PO Box 1938
Martinsburg, WVA
25401

TOTAL FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

2885 0388

ARTICLES OF MERGER
 MERGING
 PIKESIDE BOWL, INC. (A W. VA. VORP.)
 INTO
 TURNER DEVELOPMENT CO., INC. (A MD. CORP.)-SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND January 5, 1987 AT 9:23 O'CLOCK A. M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
 CAPITALIZATION FEE PAID:

RECORDING
 FEE PAID:

SPECIAL
 FEE PAID:

\$ _____

\$ 20 _____

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs

A 221095



RECORDED IN THE RECORDS OF THE
 STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2585 0322

1-5-87 10:03a
BEST LITHO AND DESIGN, INC.

ARTICLES OF AMENDMENT
CONTAINING CHANGE OF NAME

RECORD
A 5895CHOK
01927 6-12 5:06

BEST LITHO AND DESIGN, INC., a Maryland corporation having its principal offices at Route 6, Box 232-C, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof, the following:

"SECOND: The name of the Corporaton (which is hereinafter referred to as the "Corporation") is Best Color and Design, Inc."

SECOND: The Charter of the Corporation is amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in this state is Route 6, Box 232-C, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Burton H. Best, Route 2, Box 198, Knoxville, Maryland 21758. Said resident agent is an individual actually residing in this state."

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board

70058110

2582 284

of Directors of the Corporation duly advised the foregoing amendments and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

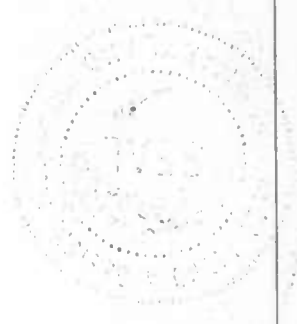
IN WITNESS WHEREOF, BEST LITHO AND DESIGN, INC. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 20 day of December, 1976, and its President acknowledges that these Articles of Amendment are the act and deed of BEST LITHO AND DESIGN, INC., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

BEST LITHO AND DESIGN, INC.

Vicky L. Stauffer

BY: Clinton H. B. [unclear]



STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 29th day of December,
1986, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared
President of Best Litho and Design, Inc., and did acknowledge the
aforegoing Articles of Amendment to be the act and deed of said
Corporation.

WITNESS my hand and Notarial Seal.

Vicky L. Stauffer
Notary Public

My Commission Expires:
July 1, 1990



2000 200/



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

9A

BUSINESS CODE

COUNTY

71

1338763

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)Best Color
and Design, Inc.

☒ Change of Name

☒ Change of Principal Office

☐ Change of Resident Agent

☒ Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Best Color and Design, Inc.

Rt 6, Box 232-C

Hagerstown, Md

21440

NOTE:

TOTAL
FEES

20

Check

Cash

Documents on checks

APPROVED BY:

ARTICLES OF AMENDMENT
OF
BEST LITHO AND DESIGN, INC.
Changing its name to
BEST LITHO AND DESIGN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 5, 1987 AT 10:03 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 219794

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2882 2840

12/31/86

4:04

HAGERSTOWN DEVELOPMENT CORPORATION

ARTICLES OF TRANSFER

RECORD 5.00
4 5094CHCK 5.00
01987 4-12 P5:06

ARTICLES OF TRANSFER entered into this 31st day of December, 1986, by and between HAGERSTOWN DEVELOPMENT CORPORATION, a Maryland Corporation, hereinafter called the "Transferor", and Hilton C. Smith, Jr., of Washington County, Maryland, hereinafter called the "Transferee".

THIS IS TO CERTIFY:

1. Transferor does hereby agree to transfer substantially all of its property to Transferee, as hereinafter set forth.
2. The name and address of the Transferee are Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, MD 21740. The Transferee is a resident of the State of Maryland, and has a principal place of business at the aforesaid address.
3. The Transferor was incorporated in Maryland on September 14, 1978.
4. The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred is "none".
5. The principal office of the Transferor is in Washington County, Maryland. The only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is Washington County, Maryland.
6. The Board of Directors of the Transferor, by unanimous informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholder of the Transferor by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Corporation.
7. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the Stockholders of the Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by vote required by the Corporations and Associations

1986 DEC 31 P 4:04

1982 2810

70028013

Article of the Annotated Code of Maryland and the Charter of the Transferor.

8. For no monetary consideration, the Transferor does hereby grant and convey unto the Transferee all the following described real estate, together with the improvements thereon, and all the rights, ways, privileges, easements and appurtenances thereunto belonging or in anywise appertaining, situate in the City of Hagerstown, Washington County, Maryland, to wit:

Situate along the North side of West Antietam Street between Summit Avenue and South Potomac Street and beginning at a point on the North marginal line of West Antietam Street, said point being South 57 degrees 19 minutes East 90.55 feet from the intersection of said marginal line with the East curb line of Summit Avenue and 7.6 feet North of the North curb line of West Antietam Street, and running thence along said North marginal line South 57 degrees 19 minutes East 40.25 feet to the West margin of Court House Alley, thence binding on said alley North 32 degrees 40 minutes East 51.95 feet to a point, thence leaving the alley and running parallel with West Antietam Street North 57 degrees 19 minutes West, 40.25 feet to a point, thence parallel with Court House Alley South 32 degrees 40 minutes West 51.95 feet to the place of beginning; CONTAINING 2,091 square feet of land, more or less.

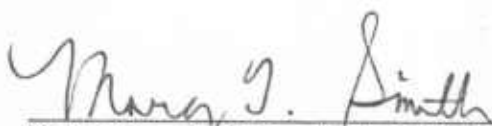
BEING all of Parcel #2 in the Confirmatory Deed from Dagmar Hall, Inc., a Maryland corporation, to The Transferor, dated September 29, 1978 and of record at Liber 668, folio 779, one of the Land Records of Washington County, Maryland.

9. These Articles of Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor to Transferee, and it is accordingly understood and agreed that these Articles of Transfer shall be construed in accordance with the law of the State of Maryland.

IN WITNESS WHEREOF, Hagerstown Development Corporation has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of the Transferor by its President and attested by the Secretary, and the Transferee has signed these Articles of Transfer, as of this 31st day of December, 1986.

ATTEST:

HAGERSTOWN DEVELOPMENT CORPORATION


Mary T. Smith, Secretary

BY:

 (S64C)
Hilton C. Smith, Jr., President

TRANSFEROR

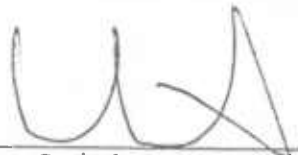
2882 2811

WITNESS:


Hilton C. Smith, Jr.

TRANSFeree

The undersigned, President of Hagerstown Development Corporation, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Hilton C. Smith, Jr., President

The undersigned Transferee hereby acknowledges the foregoing Articles of Transfer to be his voluntary act, and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.


Hilton C. Smith, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

137

DOCUMENT CODE

12

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

Hagerstown

~~Surviving~~

(Transferee)

Hilton C.

Smith, Jr.

Development Corporation

D0981241

CODE

AMOUNT

FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
	4	Wash Co. Land Rec.
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Kaylene Kenty
123 N. Washington St
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

24

Check

Cash

Documents on checks

APPROVED BY:

A

2882 2813

ARTICLES OF TRANSFER

BETWEEN

HAGERSTOWN DEVELOPMENT CORPORATION (A MD CORP.) TRANSFEROR

AND

HILTON C. SMITH, JR. (AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION.

OF MARYLAND DECEMBER 31, 1986 AT 4:04 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

Cert. of Conv.-Wash. Co.-Land Rds.

4.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 219761

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2982 2806

RECEIVED FOR RECORD ON JUNE 12, 1987 at 5:06 P.M. CORPORATION LIBER 37

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL

FOR

APPROVED FOR RECORD

1/6/87 at 10:48

Valley Complex, Inc.

[Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation]

FIRST: The name of the corporation at the time the charter was forfeited was
Valley Complex, Inc.

SECOND: The name which the corporation will use after revival is
Valley Complex, Inc.

THIRD: The address of the principal office in this state is
1190 Mt. Aetna Road, Hagerstown, MD 21740

FOURTH: The name and address of the resident agent is
Norman P. Kinslow, 1190 Mt. Aetna Road, Hagerstown, MD 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

70038280

1987 JUN -6 9-1148

(1)

2881 1306

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

- A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Norman P. X. [Signature]

Last Acting President/Vice President

[Signature]

Last Acting Secretary/Treasurer

[Use if A cannot be signed/acknowledged]

- B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

[Use if A and B cannot be signed/acknowledged]

- C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Norman P. Kinslow, President of Valley Complex, Inc.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Norman B. Kinabou

(PRINT NAME BENEATH SIGNATURE)
NORMAN P. KINSLOW

I hereby certify that on January 6, 1987 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington personally appeared
(insert name or county for which notary is appointed)

Norman P. Kinslow and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.



As witness my hand and notarial seal

Valerie C. Malott
(Signature of notary public)

My Commission expires July 1, 1990

CITY OF HAGERSTOWN
MARYLAND
21740

January 5, 1987

301-790-3200 ext. 153

Valley Complex, Inc.

1190 Mt. Aetna Road

Hagerstown, MD 21740

RE: Tax Clearance - Valley Complex, Inc.

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by

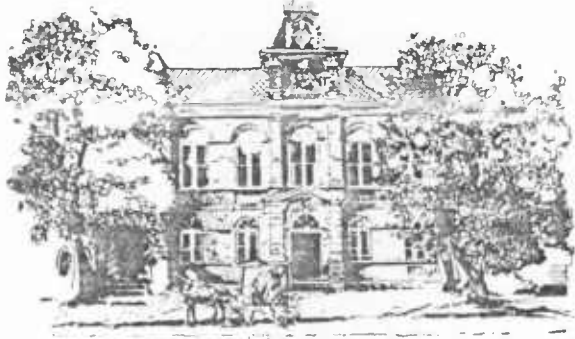
Valley Complex, Inc.

have been paid to and including fiscal year July 1, 1986 to June 30, 1987.



Stephen Wolfensberger,
Treasurer and Tax Collector
Hagerstown, Maryland

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
LEONAH HOLMES, Deputy Treasurer
HELEN B. LEWIS, Deputy Treasurer

The Court House
SERVING WASHINGTON COUNTY SINCE 1873

December 31, 1986

RE: Valley Complex, Inc.
Norman P. Kinslow

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Valley Complex, Inc., have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Norman P. Kinslow have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Real Estate taxes under the name of Valley Complex, Inc., and Norman P. Kinslow have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 31st day of December, 1986.

Harry C. Snook
Treasurer for Washington County
Maryland

slb

2981 1510



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT

BUSINESS CODE

COUNTY

D0436782

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20. Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Req.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

TOTAL
FEES

50

Check

Cash

Documents on checks

APPROVED BY:

PCM

MAILED JUN 30 1987

MAIL TO ADDRESS:

Norman Kinslow
 1190 Mt Aetna Rd
 Hagerstown, Md
 21740

NOTE:

ARTICLES OF REVIVAL
OF
VALLEY COMPLEX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND January 6, 1987 AT 10:48 O'CLOCK a.m. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 219737

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2881 1505

146

10:42 A
ARTICLES OF MERGER

Between

THE LITTLE RED BRICK COMPANY
(a Maryland corporation)

and

VICTOR CUSHWA & SONS, INCORPORATED
(a Maryland corporation, the Surviving Corporation)

12/30/86

VICTOR CUSHWA & SONS, INCORPORATED, a Maryland corporation ("Cushwa" or the "Surviving Corporation"), and THE LITTLE RED BRICK COMPANY, a Maryland corporation ("Red Brick") hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: Each of the respective corporations which is a party to these Articles of Merger (the "Articles") agrees that effective upon filing, Red Brick shall be merged with and into the Surviving Corporation, which shall continue under the present charter of Victor Cushwa & Sons, Incorporated, except as amended hereinbelow. The names of the corporations included in the merger are as hereinabove set forth.

SECOND: The Charter of the Surviving Corporation shall be amended as the result of this merger as follows:

Articles FOURTH and SIXTH of the Charter shall be deleted and the following shall be substituted in lieu thereof, and the following new Articles EIGHTH and NINTH shall be added:

"FOURTH: The post office address of the principal office of the Corporation in this State is 201 West Potomac Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent in this State are David K. Cushwa, IV, 201 West Potomac Street,

63343320

RECORD
A 50940HW
01987 6-12
5:50
P5:06

Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 10,000 shares of common stock of the par value of \$.01 each and having an aggregate par value of \$100.00.

EIGHTH: With respect to the issuance of shares of stock of any class now or hereafter authorized, or of any securities exchanged for, or convertible into such shares, or warrants or other instruments of any kind evidencing rights or options to subscribe for, or otherwise acquire such shares, Stockholders shall be afforded preemptive rights subject to the provisions of the Corporations and Associations Article of the Annotated Code of Maryland. However, with respect to the proposed issuance of any stock including Treasury Stock, or other instruments evidencing a right to subscribe to or purchase shares, to any existing Stockholder or any blood relative of an existing Stockholder, notwithstanding the provisions of Section 2-205 of the Corporations and Associations Article of the Annotated Code of Maryland, or any other section limiting or restricting preemptive rights, all existing Stockholders shall have, without exception, preemptive rights to participate in such issuance of stock or other instruments. Each Stockholder shall notify the Board of Directors, in writing, within thirty (30) days of the Resolution of the Board of Directors authorizing such issuance, whether or not he will exercise preemptive rights in such issuance of stock or other instruments. This Article shall not be amended without the agreement of at least 80% of all the issued and

outstanding shares of common stock of the Corporation, provided that David Cushwa IV, so long as he is a Stockholder, shall be among that 80%.

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import."

THIRD: The name, place of incorporation, date of incorporation and principal office of each corporation which is a party to these Articles of Merger are as follows:

<u>NAME</u>	<u>Place of Incorporation</u>	<u>Date of Incorporation</u>	<u>Principal Office</u>
Cushwa	Maryland	January 31, 1931	201 Potomac St. Williamsport, MD
Red Brick	Maryland	August 26, 1986	300 E. Lombard St. Baltimore, MD 21202

FOURTH: Each of the respective corporations which is a party to these Articles is incorporated under the general laws of the State of Maryland. Red Brick does not own an interest in land in Maryland.

FIFTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by each corporation party to these Articles in the manner and by the vote required by its charter and the general laws of the State of Maryland.

SIXTH: The Surviving Corporation shall continue under the present charter of Cushwa, as amended in the manner set forth in Article SECOND above. The By-Laws, officers and directors of the Surviving Corporation shall be the By-Laws, officers and directors of the Surviving Corporation upon effectiveness of the merger hereunder.

SEVENTH: The total number of shares of stock which each of the corporations party to these Articles has authority to issue, the number and par value of the shares of each class, and the aggregate par value thereof are as follows:

(a) Red Brick has authorized ten thousand (10,000) shares of common stock of the par value of \$.01 each and having an aggregate par value of \$100.00.

(b) Prior to its amendment as herein set forth, the Surviving Corporation had authorized ten thousand (10,000) shares of capital stock divided into five thousand (5,000) shares of preferred stock of the par value of \$100.00 each and two thousand five hundred (2,500) shares of Class A common stock of the par value of \$.01 per share and two thousand five hundred (2,500) shares of Class B Common Stock of the par value of \$.01 per share. The aggregate par value of all shares of stock having par value is \$500,050. Subsequent to the amendment of its Charter, the authorized capital stock of the Surviving Corporation is as set forth in Article SECOND of these Articles.

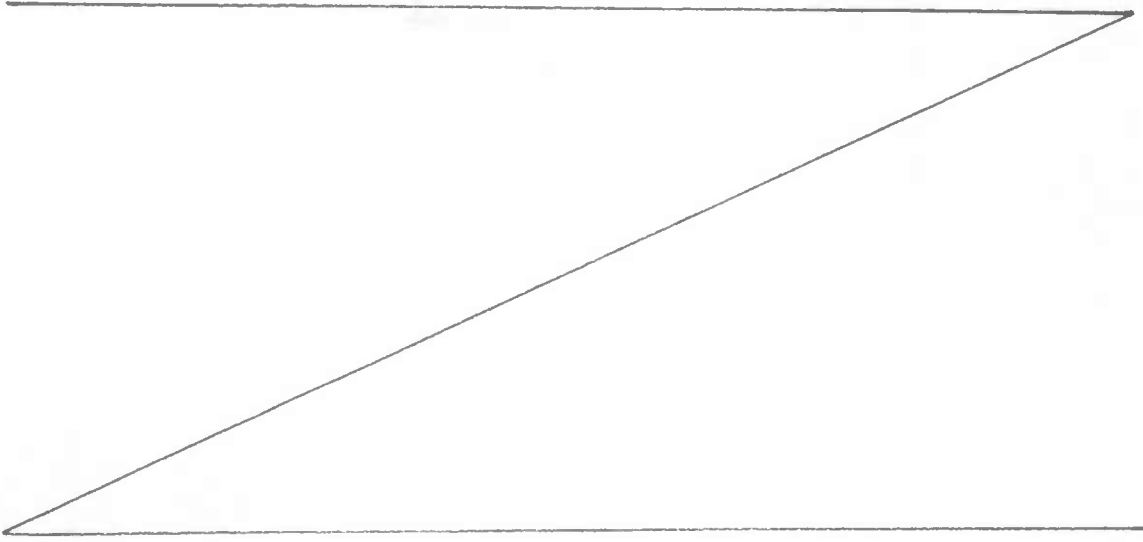
EIGHTH: The manner and basis of exchanging the issued stock of the merging corporations and effecting the recapitalization effected by the Articles shall be as follows:

At and as of the effective time of the merger each share of the issued and outstanding Preferred, Class A common stock and Class B common stock of the Surviving Corporation shall be surrendered and cancelled. Each share of the issued and outstanding common stock of Red Brick shall be converted (automatically and without further act) into one (1) share of the Common Stock of the Surviving Corporation for each share of stock of Red Brick so surrendered.

NINTH: The merger hereby provided shall be effective immediately upon approval of these Articles of Merger by the State Department of Assessments and Taxation of Maryland.

TENTH: The merger and Charter amendment were duly advised by the Board of Directors of the Surviving Corporation by adoption of resolutions declaring that (i) the merger of Red Brick into the Surviving Corporation, and (ii) the Charter amendment are advisable upon the terms and conditions set forth in these Articles of Merger and directing that the proposed merger and charter amendment be submitted to the Sole Stockholder for approval. Said resolutions of the Board of Directors were adopted by a majority of the Directors present at a meeting at which a quorum of the Directors was present.

The merger was duly advised by the Board of Directors of Red Brick by adoption of resolutions declaring that the merger of Red Brick into the Surviving Corporation is advisable upon the terms and conditions set forth in these Articles of Merger and directing that the proposed merger be submitted to the Stockholders for consideration and approval. Said resolutions of the Board of Directors were adopted by a majority of the Directors present at a meeting at which a quorum of the Directors was present.



ELEVENTH: The Sole Stockholder of the Surviving Corporation, which owns all of the issued and outstanding Preferred, Class A Common and Class B Common Stock of the Surviving Corporation, adopted a resolution approving the merger and Charter amendment in the form set forth herein. Said resolution of the Stockholders was adopted by means of a Document of Consent in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

The Stockholders of Red Brick adopted a resolution approving the merger in the form set forth herein. Said resolution of the Stockholders was adopted by means of a Document of Consent in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of Victor Cushwa & Sons, Incorporated and The Little Red Brick Company by the President of each company, each of whom do hereby acknowledge that said Articles of Merger are the act of said corporation, and each hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of said merger are true in all material respects to the best of her knowledge, information, and belief.

ATTEST:

Steve Martinelli
Steve Martinelli
Secretary

VICTOR CUSHWA & SONS, INCORPORATED

BY: David K. Cushwa, IV
President

ATTEST:

George G. Litz
George G. Litz
Secretary

THE LITTLE RED BRICK COMPANY

BY: Paul F. Obrecht, Jr.
President

3560i



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

110

BUSINESS CODE

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor)

The Little Red Brick Company

D2192110

A. M. Corp

Surviving
(Transferee)Victor Cushman +
Sons Incorporated

D02262106

A. M. Corp

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	22	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	12	1 Certified Copy <i>up</i>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration

76	4	Other <i>Cert of Mgrs - Balto City</i>
—	—	Other _____

TOTAL
FEES

38.00

Check

Cash

Documents on _____ checks

APPROVED BY:

DK

Code _____

ATTENTION: _____

MAILED JUN 30 1981

MAIL TO ADDRESS: _____

Chloe Dulan

C/O Frank Beckett Company

301 E. Lombard St

Baltimore MD 21202

NOTE:

ARTICLES OF MERGER
MERGING
THE LITTLE RED BRICK COMPANY (A MD. CORP.)
INTO
VICTOR CUSHWA & SONS, INCORPORATED (A MD. CORP.)-SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 30, 1986 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____
Certificate to Baltimore City

\$ 22
4.00
\$ 26.00 Total

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



gcs

A 219608

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2882 0406

ARTICLES OF MERGER

MERGING

12/24/86

11:12

JAY-WALT, INC.
(a corporation of the State of Texas)

INTO

GOODWAY TRANSPORT, INC.
(a corporation of the State of Maryland)

FIRST: JAY-WALT, INC., a corporation organized and existing under the laws of the State of Texas, and GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland, agree that said JAY-WALT, INC. shall be merged into said GOODWAY TRANSPORT, INC. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Goodway Transport, Inc.

THIRD: The parties to the articles of merger are GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland, and JAY-WALT, INC., a corporation incorporated on the 23rd day of September, 1977, under the Texas Business Corporation Act.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said JAY-WALT, INC. has authority to issue is 100,000 shares of common stock of the par value of 1.00 each, of the aggregate par value of \$100,000.

2578 2430

SIXTH: The total number of shares of stock of all classes which said GOODWAY TRANSPORT, INC. has authority to issue is 10,000 shares of common stock of the par value of \$10.00 each, of the aggregate par value of \$100,000.00.

SEVENTH: Since JAY-WALT, INC. owns all of the issued and outstanding shares of capital stock of GOODWAY TRANSPORT, INC., the surviving corporation, which stock ownership shall be extinguished by the merger the said issued and outstanding shares of capital stock of GOODWAY TRANSPORT, INC. shall likewise be cancelled. Further, all issued and outstanding shares of capital stock of JAY-WALT, INC. shall be cancelled and, in their stead, 10,000 shares of capital stock of GOODWAY TRANSPORT, INC. shall be issued to the stockholder(s) of JAY-WALT, INC. in proportion to their stock ownership in JAY-WALT, INC., as all of the issued and outstanding shares of the surviving corporation.

EIGHTH: The principal office of said GOODWAY TRANSPORT, INC., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

JAY-WALT, INC., the merging corporation, owns no property in any county in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of GOODWAY TRANSPORT, INC., on December 16, 1986.

TENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said JAY-WALT, INC. in the manner and by the vote required by laws of the State of Texas, and by the charter of the said corporation.

The stockholders of the both corporations have approved the merger.

ELEVENTH: The article of merger shall become effective on the 29th day of December, 1986 at 12:00 midnight.

IN WITNESS WHEREOF, JAY-WALT, INC. and GOODWAY TRANSPORT, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries all as of the 16th day of December, 1986.

Attest:

Jay-Walt, Inc.

Sylvia C. [Signature]

By

Gary J. [Signature]

Attest:

Goodway Transport, Inc.

Sylvia C. [Signature]

By

Gary J. [Signature]

THE UNDERSIGNED, President (or Vice-President) of JAY-WALT, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Gary J. [Signature]

THE UNDERSIGNED, President (or Vice-President) of GOODWAY TRANSPORT, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Gary J. [Signature]



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

157

DOCUMENT CODE

11

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Jay - Walt, Inc.

Surviving

(Transferee)

Goodway

Transport, Inc.

DO495267

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 20 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED JUN 30 1987

The Corporation Trust Incorporated
32 South Street
Baltimore, Maryland 21202-3241

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY:

A

NOTE:

Effective Date:

12/29/86 @ 12:00 midnight

ARTICLES OF MERGER
 MERGING
 JAY-WALT, INC. (A TX CORP.)
 INTO
 GOODWAY TRANSPORT, INC. (A MD. CORP.)-SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND December 24, 1986 AT 11:12 O'CLOCK A. M. AS IN CONFORMITY
 Effective Date: December 29, 1986 at 12:00 Midnight
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
 CAPITALIZATION FEE PAID:

RECORDING
 FEE PAID:

SPECIAL
 FEE PAID:

\$ _____

\$ 20 _____

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



GCS

A 219604

RECORDED IN THE RECORDS OF THE
 STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2878 2429

ATTEST:

LOG CABIN INN, INC.

ME Carrin
Secretary

BY: ME Carrin
President

THE UNDERSIGNED, the last acting President and Secretary of Log Cabin Inn, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: September 4, 1986

ME Carrin
President
ME Carrin
Secretary

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

September 4, 1986

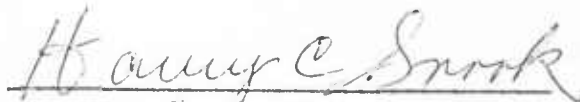
RE: Log Cabin Inn, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Log Cabin Inn, Inc.

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986. Our office has not received a tax bill from Baltimore for the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of September, 1986.



Harry C. Snook,
Treasurer for Washington County,
Maryland

mt

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, W. E. Cavin, President of Log Cabin Inn, Inc.
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

W. E. Cavin
 W. E. Cavin
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on December 31, 1986 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County, Maryland personally appeared
 (insert name or county for which notary is appointed)

W. E. Cavin and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

W. E. Cavin
 (Signature of notary public)

My Commission expires 7/1/90.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

163

DOCUMENT CODE

18

BUSINESS CODE

03

COUNTY

D0727818

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20 _____ Organ. & Capitalization
61 _____ Rec. Fee (Arts. of Inc.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or
Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ Rec. Fee (Dissolution)
66 20 _____ Rec. Fee (Revival)
52 _____ Foreign Qualification
50 _____ Cert. of Qual. or Req.
51 _____ Foreign Name Registration
13 _____ Certified Copy
56 _____ Foreign Penalty
54 _____ For. Supplemental Cert.
73 _____ Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

☒ Change of Resident Agent☒ Change of Resident Agent
Address

80 30 _____ Special Fee
83 _____ For. Limited Partnership
84 _____ Cert. Limited Partnership
Amendment to Limited
Partnership
85 _____ Termination of Limited
Partnership
21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
31 _____ Corp. Good Standing
NA _____ Foreign Corporation
Registration
Other _____
Other _____

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Kayler + Wente
123 W. Washington St
Hagerstown, Md 21798

TOTAL
FEES

50

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF REVIVAL
OF
LOG CABIN INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 2, 1987 AT 10:19 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 219493

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2881 1104

ZHJ

ARTICLES OF VOLUNTARY DISSOLUTION
OF
ANTIETAM MEDICAL ASSOCIATES, CHARLES C. SPENCER, M.D., APPLA

RECORD 5.00
A 50590CHK 5.00
JUN 12 1987 4-12 P5:07

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1190 Kenly Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Charles C. Spencer, M.D.

FOURTH: The names and addresses of each Director of the Corporation are as follow:

Charles C. Spencer, M.D.
1190 Kenly Avenue
Hagerstown, MD 21740

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

Charles C. Spencer, M.D. President & Treasurer
1190 Kenly Avenue, Hagerstown, MD 21740

Betty L. Miner Secretary
Route 2, Box 47A, Williamsport, MD 21795

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/29/86 at 11:18 .m.

IN WITNESS WHEREOF: Antietam Medical Associates, Charles C. Spencer, M.D., p.A. has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 6th day of October, 1986.

Attest to Signature
and Corporate Seal:

Betty L. Miner
Secretary

By: Charles C. Spencer
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 17th day of December, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles C. Spencer, President of Antietam Medical Associates, Charles C. Spencer, M.D., P.A. personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Hline
Notary Public

My Commission Expires: 7/1/90

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 17th day of December, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Betty L. Miner, who made due oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Judith A. Hline
Notary Public

My Commission Expires: 7/1/90

AFFIDAVIT

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of December A.D., 1986 before me, the subscriber a Notary Public in and for the State and County aforesaid, personally appeared Charles C. Spencer, M.D., President of Antietam Medical Associates, Charles C. Spencer, M.D., P.A., a Maryland professional corporation, who declared under the penalties of perjury, the Corporation, Antietam Medical Associates, Charles C. Spencer, M.D., P.A. as of January 1, 1987 owned no personal property in the State of Maryland and that as of said date, the Corporation owed no taxes due to the State of Maryland of any nature and description for any prior years.

Witness my hand and official Notarial Seal.



Judith A. Kline
Notary Public

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

October 24, 1986

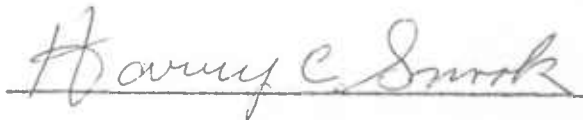
RE: Antietam Medical Associates, Charles C. Spencer, M.D., P.A.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Antietam Medical Associates, Charles C. Spencer, M.D., P.A.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 24th day of October, 1986.



Harry C. Snook
Treasurer for Washington County
Maryland

mt

2874 2297



CITY OF HAGERSTOWN
MARYLAND

21740

Office of the Tax Collector

(301) 790-3200 ext. 153

November 12, 1986

Meyers & Young, P.A.
Attorneys at Law
P. O. Box 1267
Hagerstown, MD 21741-1267

RE: Tax Clearance - Antietam Medical Associates

I, Stephen Wolfensberger, Treasurer and Tax Collector for the City of Hagerstown, Maryland, do certify that the Corporation, Antietam Medical Associates, Dr. Charles C. Spencer, M.D. P.A., has no unpaid municipal taxes, interest on taxes, or penalties on taxes showing on the records of this office as of November 12, 1986.

Sincerely,

Stephen Wolfensberger,
Treasurer/Tax Collector

NOV 14 1986

2874 2298

170



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P O BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ANTIETAM MEDICAL ASSOCIATES
have been paid.

WITNESS my hand and official seal this

4th day of December A.D. 1986.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

DEC 8 1986

2874 2299

PS-409



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

171

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY _____

D0458992 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy _____	_____ Change of Resident Agent
56	_____	Foreign Penalty	<input checked="" type="checkbox"/> Change of Resident Agent Address
54	_____	For. Supplemental Cert.	_____
73	_____	Cert. of Conveyance	_____
75	<u>30</u>	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	Code _____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 50 ☒ Check _____ Cash _____
_____ Documents on _____ checks _____

APPROVED BY: PCm

MAILED JUN 30 1981
MAIL TO ADDRESS:
Meyers & Young
P.O. Box 1267
Hagerstown MD 21741
1267

NOTE: _____

ARTICLES OF DISSOLUTION

OF

ANTIETAM MEDICAL ASSOCIATES, CHARLES C. SPENCER, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 29, 1986 AT 11:18 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 219217

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 2293

DREAM COME TRUE, INC. DEPARTMENT OF ASSESSMENTS
AND TAXATION
ARTICLES OF AMENDMENT

APPROVED FOR RECORD

12/22/86 at 9:00 a.m.

M
Dream Come True, Inc., a Maryland Corporation, having its principal office at 1910 Dual Highway, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: Article Seventh of the Articles of Incorporation be amended to add the following language "However, if there is no organization in existence having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property previously belonged. Then the assets will be distributed to a charitable organization (as hereinafter defined).

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the members of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Dream Come True, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary

NYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

63883525

A
RECORDED
5:00
01987 6-12 PM:07

2874 1682

on this 4th day of December, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Dream Come True, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

DREAM COME TRUE, INC.

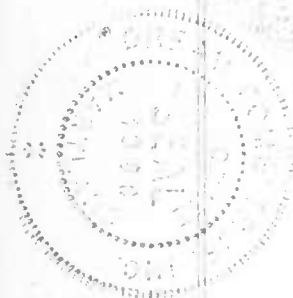
Pache Wagner

Pache Wagner
Secretary

BY:

Joseph Tischer
President

CORPORATE SEAL:



2874 1683



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

175

DOCUMENT CODE

BUSINESS CODE

COUNTY

D2195774 090 P.A. 04 Religious Close Stock NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

George E. Snyder Jr.
28 Jonathan St
Hagerstown, Md 21740

TOTAL
FEES20 Check CashDocuments on 1 checks

NOTE:

APPROVED BY: Wes

2874 1684

ARTICLES OF AMENDMENT
OF
DREAM COME TRUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND December 22, 1986 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF *Washington County*

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 219119

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 1681

STATE DEPARTMENT OF ASSESSMENTS
EVENING WITH NICK, INC. AMENDMENT

ARTICLES OF AMENDMENT FOR RECORD

12/23/86 at 9:56a

Evening With Nick, Inc., a Maryland Corporation, having its principal office at 1910 Dual Highway, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: Articles Seventh of the Articles of Incorporation be amended to add the following language "However, if there is no organization in existence having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property previously belonged. Then the assets will be distributed to a charitable organization (as hereinafter defined).

SECOND: Be written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the members of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved said amendments.

1987 DEC 23 A 9:56

63578230

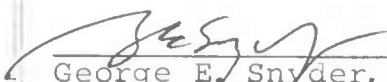
RECORD
A 5:00
01987 6-12 P5:02


2874 1622

IN WITNESS WHEREOF, Evening With Nick, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 18 day of December, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Evening With Nick, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

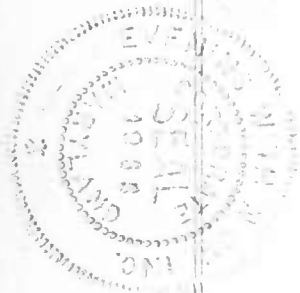
ATTEST:

EVENING WITH NICK, INC.


George E. Snyder, Jr.
Secretary

BY: 
Nick A. Giannaris
President

CORPORATE SEAL:



2874 1623



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

179

DOCUMENT CODE

BUSINESS CODE

COUNTY

D2195766

 P.A. Religious Close Stock Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		<u> </u> Certified Copy <u> </u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		<u> </u> Corp. Good Standing
NA		Foreign Corporation Registration
		Other <u> </u>
		Other <u> </u>

Name Change
(New Name)

 Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1981

MAIL TO ADDRESS:

George Snijder
28 Jonathan St
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

20 Check Cash

1 Documents on 1 checks

APPROVED BY:

2874 1624

ARTICLES OF AMENDMENT
OF
EVENING WITH NICK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND *December 23, 1986* AT *9:56* O'CLOCK *A.M.* AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF *Washington County*

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 219108

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 1621

RECEIVED FOR RECORD ON JUNE 12, 1987 at 5:08 P.M.
CORPORATION LIBER 37

12/31/86 8:34 ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 29th day of December, 1986, by and between Mt. Tammany, Inc., a Maryland Corporation, (hereinafter sometimes referred to as the "Transferor") and Richmond Lee Downey, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferee is: Richmond Lee Downey, Route 2, Box 380, Williamsport, Maryland 21795.

THIRD: The name and place of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Mt. Tammany, Inc., a corporation organized under the law of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Four Hundred Thousand (\$400,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Contract of Sale (hereinafter referred to as "Agreement") between Transferee and Transferor dated October 10, 1986. *R.L.D.*

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is Route 2, Box 380, Williamsport, Maryland. The only county in which Transferee owns property the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders

6365800

2874 1321

1986 DEC 31 A 8:34

of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to the Transferor of Four Hundred Thousand Dollars (\$400,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all of its real property

Situate in Van Lear Manor, on the South side of U.S. Rte. 11, Northeast of Doub Road, North of Sterling Road, Property Map 56, Blocks 4 & 5, Election District No. 26 Washington County, Maryland and being more particularly described as follows:

Parcel No. 1: Beginning at file plat point No. 246 of Van Lear Manor Section #7 as recorded at Plat Folio 362-F among the Plat Records of Washington County, Maryland, said point having adjusted Maryland Grid coordinates of N 647,384.371 E 578,051.020 running thence from said point with the Southern, Eastern, and Northern boundary of Section #7 the thirteen (13) following bearings and distances first (1st) with a curve to the right having a radius of 600.00', an arc distance of 123.06' and a chord bearing and distance of N 55° 26' 35" E 122.85' to a point thence S 28° 40' 52" E 50.00' to a point thence with a curve to the right having a radius of 550.00' an arc distance of 102.81' and a chord bearing and distance of N 68° 18' 27" E 102.66' to a point thence N 17° 45' 47" W 51.34' to a point thence with a curve to the right having a radius of 600.00', an arc distance of 341.20' and a chord bearing and distance of N 88° 43' 28" E 336.62' to a point thence N 14° 46' 00" E 149.07' to a point thence S 64° 10' 00" E 341.50' to a point thence N 25° 50' 00" E 172.53' to a point N 26° 22' 15" E 50.20' to a point thence N 25° 50' 00" E 360.28' to a point thence N 64° 10' 00" W 174.99' to a point thence N 25° 50' 00" E 98.06' to a point thence N 22° 40' 59" W 505.00' to a point in the south marginal line of U.S. Rte. 11 thence leaving said boundary line of Section #7 and running thence with said south marginal line of U.S. Rte. 11 the two (2) following bearings and distances N 67° 19' 28" E 249.72' to a point thence N 67° 16' 01" E 40.00' to a point thence leaving the said south marginal line and running with the lands of the Washington County Sanitary District the two (2) following bearings and distances S 22° 40' 59" E 87.00' to a point thence N 67° 19' 01" E 131.22' to a point in the right of way line of I-70 as shown on SRC Plat No.'s 28107, 29717, 29844 thence leaving the lands of the Washington County Sanitary District and running with the right of way line of I-70 the seven (7) following bearings and distances S 28° 07' 39" E 9.18' to a point thence S 28° 07' 41" E 150.01' to a point thence S 22° 24' 48" E 100.05' to a point thence S 38° 13' 58" E 51.37' to a point thence S 30° 39' 03" E 105.57' to a point thence S 50° 58' 11" E 56.28' to a point thence S 31° 16' 35" E 67.02' to a point thence leaving the right of way line of the I-70 and running along the lands now or formerly owned by Floyd Kline S 15° 32' 38" W 758.68' to a point thence leaving the lands now or formerly owned by Floyd Kline and running with the lands now or formerly owned by Harold H. Farley S 28° 33' 38" W 2803.37' to a point in the north marginal line of Sterling Road, thence leaving the lands now or formerly owned

owned by Harold H. Earley and running with the said north marginal line of Sterling Road S 86° 55' 42" W 1255.15' to a point at or near the intersection of the said north marginal line of Sterling Road and the northeast marginal line of Doub Road, thence leaving the said north marginal line of Sterling Road and running with the northeast marginal line of Doub Road N 25° 31' 51" W 444.06' to a point thence leaving the said northeast marginal line of Doub Road and running with the southern and eastern boundaries of the Tammany Manor Civic Association, Inc. parcel the four (4) following bearings and distances S 73° 31' 22" E 32.51' to a point thence with a curve to the left having a radius of 1046.00', an arc distance of 862.17' and a chord bearing and distance of N 31° 49' 07" E 837.97' to a point thence N 08° 04' 35" E 146.88' to a point thence with a curve to the right having a radius of 900.00', an arc distance of 231.42' and a chord bearing and distance of N 15° 27' 42" E 230.78' to a point thence leaving the said Tammany Manor Civic Association, Inc. parcel and running with a parcel denoted as Reserved for Recreational Use and shown on Section #6 Van Lear Manor recorded at Plat Folio 362-E among the Plat Records of Washington County Maryland the four (4) following bearings and distances first (1st) with a curve to the right having a radius of 900.00', an arc distance 232.23' and a chord bearing and distance of N 30° 13' 13" E 231.59' to a point thence with a curve to the left having a radius of 25.00', an arc distance of 42.34' and a chord bearing and distance of N 11° 21' 08" W 37.46' to a point thence with a curve to the right having a radius of 332.00', an arc distance of 161.59' and a chord bearing and distance of N 44° 30' 00" W 160.00' to a point thence N 32° 02' 00" W 120.00' to a point thence leaving said parcel Reserved for Recreational Use and running with the southern boundary of Section #3 Van Lear Manor as recorded at Plat Folio 363-C among the Plat Records of Washington County, Maryland the eight (8) following bearings and distances N 57° 56' 38" E 60.00' to a point thence N 57° 58' 00" E 170.00' to a point thence N 26° 38' 05" E 362.03' to a point thence N 49° 34' 04" E 161.42' to a point thence N 38° 34' 00" E 108.36' to a point thence N 64° 46' 15" E 142.29' to a point thence N 64° 46' 15" E 51.12' to a point thence N 64° 46' 15" E 132.66' to a point thence running with a portion of the eastern boundary of the aforesaid Section #3 together with a portion of the western boundary on the aforesaid Section #7 S 22° 40' 59" E 109.68' to a point thence S 67° 19' 01" W 21.49' to a point thence S 11° 38' 00" E 126.00' to a point thence S 37° 00' 21" E 137.18' to the point of beginning. Containing 105.03 Acres \pm .

Being a portion of the property conveyed by Nancy Boyle Knowles, widow, to Mt. Tammany, Inc. as described in a deed dated March 31, 1957 and recorded in Liber 334, folio 51 among the Land Records of Washington County, Maryland.

Parcel No. 2: Beginning at a point in the northeast marginal line of Doub Road, said point being at the end of the twenty seventh (27th) or N 25° 31' 51" W 444.06' line of Parcel No. 1 as hereinabove described, running thence from said point with the said northeast marginal line N 25° 31' 51" W 415.00' to a point thence running with the southern and eastern boundary of Section #5 - Van Lear Manor as recorded at Plat Folio 362-E among the Plat Records of Washington County, Maryland N 65° 33' 00" E 324.50' to a point thence N 33° 27' 00" E 305.25' to a point thence N 59° 53' 00" W

179.45' to a point in the east marginal line of Heth Road, thence with a curve to the left having a radius of 695.00', an arc distance of 277.99' and a chord bearing and distance of N 18° 27' 54" E 276.14' to a point thence leaving said east marginal line and running with the southern boundary of Section #6 Van Lear Manor, as recorded at Plat Folio 362-E among the Plat Records of Washington County, Maryland S 82° 59' 20" E 180.00' to a point thence S 81° 51' 51" E 161.08' to a point, thence leaving the boundary of Section #6 - Van Lear Manor and running with the thirty second (32nd), thirty first (31st), thirtieth (30th) and twenty ninth (29th) lines of Parcel No. 1 as described hereabove, reversed first (1st) with a curve to the left having a radius of 900.00', an arc distance of 231.42' and a chord bearing and distance of S 15° 27' 42" W 230.78' to a point thence S 08° 04' 35" W 146.88' to a point thence with a curve to the right having a radius of 1046.00', an arc distance of 862.17' and a chord bearing and distance of S 31° 49' 07" W 837.97' to a point thence N 73° 31' 22" W 32.51' to the point of beginning. Containing 8.14 Acres ±.

Being all of the parcel as described in a deed from Mt. Tammany, Inc. to Tammany Manor Civic Association, Inc., a Maryland corporation, by deed dated January 24, 1969 and recorded in Liber 487, folio 168 among the Land Records of Washington County, Maryland.

Parcel No. 3: Beginning at a point being at the end of the sixth (6th) or S 82° 59' 20" E 180.00' line of Parcel No. 2 as hereinabove described, running thence from a point in the eastern boundary of Section #6 - Van Lear Manor as recorded at Plat Folio 362-E among the Plat Records of Washington County, Maryland N 01° 51' 31" E 157.16' to a point thence N 15° 42' 42" E 79.14' to a point thence N 28° 14' 10" W 131.00' to a point thence running with a portion of the southern boundary of Section #2 - Van Lear Manor as recorded at Plat Folio 362-B N 57° 39' 51" E 151.85' to a point thence running with the eastern boundary of the parcel reserved for recreational use as shown on plat of Section #6 - Van Lear recorded at Plat Folio 362-E as aforesaid S 32° 02' 00" E 120.00' to a point thence with a curve to the left having a radius of 332.00', an arc distance of 161.59' and a chord bearing and distance of S 44° 30' 00" E 160.00' to a point thence with a curve to the right having a radius of 25.00', an arc distance of 42.34' and a chord bearing and distance of S 11° 21' 08" E 37.46' to a point thence with a curve to the left having a radius of 900.00', an arc distance of 232.23' and a chord bearing and distance of S 30° 13' 13" W 231.59' to a point thence N 81° 51' 51" W 161.08' to the point of beginning. Containing 1.91 Acres ±.

Being all of the parcel titled "Reserved for Recreational Use" as shown on a Plat titled Section #6 - Van Lear Manor, recorded at Plat Folio 362-E among the Plat Records of Washington County, Maryland.

Parcel #1 above is subject to an easement 40' x 70' adjacent to the 15th and 16th lines of Parcel #1 as shown on the Plat filed L 696 F 254.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland, by Transferor, a Maryland Corporation and Transferee, and it is accordingly understood and agreed that

these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Mt. Tammany, Inc. and Richmond Lee Downey, parties to these Articles of Sale and Transfer, have caused thses Articles of Sale and Transfer to be signed and acknowledged the name and on behalf of each party to these Articles of Sale and Transfer by the president or vice president and attested by the secretary or an assistant secretary of the Transferor and by Transferee as of this 29th day of December, 1986.

ATTEST:

TRANSFEROR
MT. TAMMANY, INC.

Robert M. Miller
Secretary

Albert L. Leaf
President

TRANSFEE

J. M. L.
Witness

Richmond Lee Downey
Richmond Lee Downey

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on this 29th day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Albert L. Leaf, President of Mt. Tammany, Inc., who acknowledged the foregoing Articles of Sale and Transfer to be his act and deed and further acknowledged that he is authorized by the Corporation to execute this Agreement on its behalf and to bind the Corporation thereto.

WITNESS my hand and Official Notarial Seal.

Charles A. Smith
Notary Public

My Commission Expires:
July 1, 1990

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on this 29th day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richmond Lee Downey, known to me to be the person whose name is subscribed to the foregoing Articles of Sale and Transfer, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Charles A. Smith
Notary Public

My Commission Expires
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

MT. Tammany,

Inc.

DO156877

~~Surviving~~

(Transferee)

R. Lee Downey

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)

64 20 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 4 Cert. of Conveyance
 Wash. Co. Land Rec.

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 1320 Recordation Tax
 22 2000 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration

24 3800 Other State Agricultural
 T.T.
 25 1900 Other Local Agricultural
 T.T. Wash. Co.

TOTAL FEES

9044

Check

Cash

Documents on checks

APPROVED BY:

A

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1981

MAIL TO ADDRESS:

Lee Downey
 Route 2 Box 380

Williamspoint, Ind 21795

NOTE:

ARTICLES OF SALE AND TRANSFER
BETWEEN
MT. TAMMANY, INC. (A MD. CORP.)-TRANSFEROR
AND
RICHMOND LEE DOWNEY (AN INDIVIDUAL)-TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 31, 1986 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____
Certificate to Washington Co.

\$ 20 ^{5.00}
4.
\$ 24.00 Total

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs



A 219058

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 1810

RECEIVED FOR RECORD ON JUNE 12, 1987 at 5:08 P.M.
CORPORATION LIBER 37

ROSS GARMENT COMPANY, INC.

ARTICLES OF TRANSFER

RECORD
5103CHCK
01987 6-12 P5:0

ARTICLES OF TRANSFER entered into this 17th day of December, 1986, by and between Ross Garment Company, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Jane E. Reeder (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to assign and transfer all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Jane E. Reeder, Route 1, Box 243, Williamsport, Maryland 21795.

THIRD: The Transferor, Ross Garment Company, Inc. is a corporation organized under the Laws of the State of Maryland. The Transferee is an unincorporated individual.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it is the assignment by the Transferee of one hundred per cent of the outstanding shares of capital stock of the Transferor corporation, Ross Garment Company, Inc.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by

63873551

2877 2233

the recording of an instrument among the land records, is Washington County.

SIXTH: The Transferee is an individual and is a citizen of the State of Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the assignment by the Transferee to the Transferor of One Hundred Per cent of the outstanding shares of stock of Ross Garment Company, Inc., the Transferor Corporation, the Transferor does hereby bargain, sell, deed,

grant, convey, transfer, set over and assign to Transferee its successors and assigns:

PARCEL 1: All that lot or parcel of land in District No. 27 of Washington County, Maryland, lying along the East side of U. S. Route 11 approximately two and one-half (2-1/2) miles North of the corporate limits of the City of Hagerstown, and more particularly described as follows: Beginning at a point in the East marginal line of said U. S. Route 11 where said East marginal line is intersected by the South 87-1/4 degrees East 65.4 perch line of a deed from Omer T. Kaylor, Sr., Trustee, to Samuel H. Petre, et ux., dated January 12, 1952, and recorded among the Land Records of Washington County, Maryland, in Liber 267, folio 307, and running thence with the East marginal line of said U. S. Route #11 North 2 degrees 5 minutes East 208 feet to a point, thence leaving said U. S. Route #11 South 87-1/4 degrees East 208 feet to a point, thence parallel to the first line hereof South 2 degrees 5 minutes West 208 feet to point in the aforesaid South 87-1/4 degrees East 65.4 perch line of the deed above referred to, thence with the same reversed North 87-1/4 degrees West 208 feet to the point and place of beginning, containing 1 acre of land, more or less, and being the same property that was conveyed from Samuel H. Petre and Clara R. Petre, his wife, unto Ross Garment Company, Inc. dated June 5, 1957 and recorded among the Land Records of Washington County, Maryland at Liber 324, folio 20.

PARCEL 2: All that lot or parcel of land in District No. 27 of Washington County, Maryland, lying along the East side of U.S. Route No. 11 approximately two and one-half (2-1/2) miles North of the corporate limits of the City of Hagerstown, and more particularly described as follows: Beginning at a post set at the end of the second or South 87-1/4 degrees, East 208 foot line of a deed from the Grantors herein to the Ross Garment Company dated June 5, 1957 and recorded in Liber 324, folio 20 in the Land Records of Washington County, Maryland, and running thence by a severance line North 02 degrees 05 minutes East 317.98 feet to intersect an existing fence, thence with said fence North 83 degrees 06 minutes West 205.12 feet to a post in the East marginal line of U. S. Route 11, thence with said marginal line South 02 degrees 38 minutes West 315.40 feet to a post at the beginning of the aforementioned second line of the deed from Samuel H. Petre, et ux. to Ross Garment Company, thence with said second line as established by an existing fence South 82 degrees 27 minutes East 208.32 feet to the place of beginning, containing 1.50 acres of land, more or less, and being the same property which was conveyed from Samuel H. Petre and Clara R. Petre, his wife, unto Ross Garment Company, Inc. by deed dated July 28, 1959 and recorded among the Land Records of Washington County, Maryland at Liber 349, folio 530.

PARCEL 3: All that lot or parcel of ground situate along the East side of U. S. Route No. 11 between the Terrace North and the Paramount Road approximately 0.8 miles Northward from the

corporate boundary of the City of Hagerstown, in District No. 27, Washington County, Maryland, and more particularly described as follows: Beginning at an iron pipe in the East marginal line of U.S. Route No. 11, said pipe being in the Northern boundary of the parcel of land conveyed by Hiram E. Shupp to H. Eugene Kershner and Nina Deeds, joint tenants, by deed dated November 19, 1946 and recorded in Liber 248, folio 228, one of the Land Records of Washington County, and running thence along the East marginal line of said U.S. Route No. 11 North 4 degrees 09 minutes West 73.5 feet to a post, thence leaving the Highway and running back therefrom South 88 degrees 45 minutes East 226 feet to an iron pipe, thence parallel with and 225 feet distant perpendicularly from the Highway South 4 degrees 09 minutes East 52.2 feet to an iron pipe at the Northeast corner of the aforementioned parcel of land conveyed to H. Eugene Kershner and Nina Deeds, joint tenants, thence binding thereon South 85 degrees 51 minutes West 225 feet to the place of beginning, and being the same property which was conveyed from Arthur H. Katz and Hilda Katz, his wife, unto Ross Garment Company, Inc. by deed dated January 26, 1967 and recorded among the Land Records of Washington County, Maryland at Liber 451, folio 83.

The above property is hereby conveyed subject to a ten foot reserved strip along the second line of this conveyance for the purpose of installation and maintenance of water lines, utilities, drains and sewers.

The above property is also conveyed subject to a 60 foot building line to agree with dwellings erected to the South and

also subject to such easements, conditions and restrictions of record as may be applicable to the property described herein.

NINTH: These Articles of Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and the Transferee, an individual who is the owner of one hundred per cent of the outstanding shares of stock in the Transferor Corporation and it is agreed that these Articles of Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

This transaction is an instrument of writing that transfers real property from a corporation upon its liquidation and is not subject to recordation tax because the Transferee is an original stockholder of the corporation and owns all one hundred per cent of the outstanding shares of stock of the transferor corporation as contemplated by the Code of Maryland Tax Property Article, Section 12-108(q)(1).

IN WITNESS WHEREOF Ross Garment Company, Inc. has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of said corporation by its president and

attested by the secretary as of this 17th day of December, 1986. And witness the hand and seal of Jane E. Reeder, Transferee, this 17th day of December, 1986.

ATTEST:

ROSS GARMENT COMPANY, INC.

BY:

Jane E. Reeder, pres.

[Signature]

[Signature]

Alice M. Rhodes, Secretary

THE UNDERSIGNED, President of Ross Garment Company, Inc. who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ROSS GARMENT COMPANY, INC.

BY:

Jane E. Reeder
Jane E. Reeder

THE UNDERSIGNED, Jane E. Reeder further certifies that to the best of her knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Jane E. Reeder
Jane E. Reeder



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12

BUSINESS CODE

COUNTY

#

20185942

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Ross Garment
Company Inc.
(Chd Corp)

Surviving
(Transferee)

Jane E. Reeder
individual

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	26	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54	4	For. Supplemental Cert.
73		Cert. of Conveyance
		Cert of Conveyance
		Wash to land records
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 196

MAIL TO ADDRESS:

Mackley, Gilbert + Marks
35 E. Washington St
Hagerstown, Md
21740

TOTAL
FEES

30

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

PCM

ARTICLES OF TRANSFER

BETWEEN

ROSS GARMENT COMPANY, INC. (A MD. CORP.)-TRANSFEROR

AND

JANE E. REEDER (AN INDIVIDUAL)-TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 23, 1986 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____
Certificate to Washington County

\$ 26
4.
\$ 30.00 Total

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs



A 219049

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2877 2226

198

EASTERN STATES SOILBUILDERS, INC.

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 22ND day of December, 1986 by and between Eastern States Soilbuilders, Inc., a Maryland Corporation, hereinafter sometimes referred to as the "Transferor" and Frederick W. Morrison, a domiciliary of Washington County, Maryland, hereinafter sometimes referred to as "Transferee".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to transfer, and assign substantially all of its property and assets to Transferee composed of that real property as hereinafter set forth.

SECOND: Transferor is a Maryland Corporation in good standing formed under the laws of the state of Maryland on January 29, 1951; its principal office is Route 34S, Sharpsburg, Washington County, Maryland 21782.

THIRD: Transferee is a domiciliary of Washington County, Maryland and whose post office address is: P.O. Box 128, Sharpsburg, Maryland 21782.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the real property hereby transferred to it as more particularly described in Article SIXTH herein is Thirty Thousand (\$30,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale dated October 8, 1986 and various Addenda thereto, by and between Transferor and Transferee.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 63588023

RECEIVED FOR RECORD
12/23/86 at 2:30 .m.

2873 1966

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the real property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FOURTH, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee:

All that tract or parcel of land together with the improvements thereon, situate in Election District No. 1, Washington County, Maryland, the same being part of a tract of land called "Fertile Grove", and contained within the following metes and bounds, to-wit: Beginning at a point standing on the West margin of Antietam Avenue, it being end of the first line of a Deed from Mary A. Myers to John E. Otto dated March 31, 1892, said post being also the Southeast corner of the Norfolk and Western Railroad lot, and running thence with the second line of said Deed and along the East side of said Railroad lot, North 67 degrees West 161-2/3 feet to the south margin of the aforesaid Railroad, and with said Railroad, North 23 degrees East 181-1/2 feet, thence leaving the said Railroad South 63 degrees East 231 feet to the first line of the aforementioned Deed and with said first line South 46 degrees West 181-1/2 feet to the place of beginning, containing 130 square perches of land, more or less.

2873 1967

Being the same property conveyed to Eastern States Soilbuilders, Inc. by Charles E. Long and Effie R. Long, his wife, by a deed dated February 15, 1951 and recorded in Liber 260, folio 694, of the land records of Washington County, Maryland.

SEVENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of New York by Transferor, a Maryland Corporation, and executed, acknowledged, sealed and delivered in the State of Maryland by Transferee, an individual domiciliary of Washington County, Maryland, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Eastern States Soilbuilders, Inc. and Frederick W. Morrison have respectively caused these Articles of Sale and Transfer to be signed and acknowledged on behalf of Eastern States Soilbuilders, Inc. by its President and attested by its ^{Asst. Secretary} ~~Treasurer~~ and by Frederick W. Morrison, individually.

Attest to Signature
and Corporate Seal:

Rome F. Schwägel
Rome F. Schwägel
Treasurer ^{Asst. Secretary}

Witness:

W. F. Helbo

EASTERN STATES SOILBUILDERS, INC.

By Fred J. Podesta
Fred J. Podesta
President

Frederick W. Morrison
Frederick W. Morrison

2873 1968

The undersigned, Presioent of Eastern States Soilbuilders, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

EASTERN STATES SOILBUILDERS, INC.

By: +

Fred J. Podesta
Fred J. Podesta
President

STATE OF MARYLAND, WASHINGTON COUNTY

To-Wit:

I HEREBY CERTIFY, that on this 22nd day of December, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frederick W. Morrison, who made oath in due form of law that the facts and matters set forth herein are true and correct to the best of their knowledge and belief.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:

JULY 1, 1990

2873 1969

202



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

D0091843

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

Eastern States
Soilbuilders, Inc.
(Ind Corp)
~~Surviving~~

(Transferee)

Frederick W.
Morrison, individual

CODE AMOUNT FEE REMITTED

20 _____ Organ. & Capitalization
 61 _____ Rec. Fee (Arts. of Inc.)
 62 _____ Rec. Fee (Amendment)
 63 _____ Rec. Fee (Merger or Consolidation)
 64 20 _____ Rec. Fee (Transfer)
 65 _____ Rec. Fee (Dissolution)
 66 _____ Rec. Fee (Revival)
 52 _____ Foreign Qualification
 50 _____ Cert. of Qual. or Reg.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy
 56 _____ Foreign Penalty
 54 4 _____ For. Supplemental Cert.
 73 _____ Cert. of Conveyance

Washington Co-
land records

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership
 85 _____ Termination of Limited Partnership
 21 99 _____ Recordation Tax
 22 150 _____ State Transfer Tax
 23 _____ Local Transfer Tax
 31 _____ Corp. Good Standing
 NA _____ Foreign Corporation Registration
 _____ Other _____
 _____ Other _____

TOTAL FEES

273

Check

Cash

2 Documents on 2 checksName Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUN 30 1987

MAIL TO ADDRESS:

Meyers + Young
P.O. Box 1267
Hagerstown Md
21741-1267

NOTE:

APPROVED BY:

PCM

ARTICLES OF SALE AND TRANSFER
BETWEEN
EASTERN STATES SOILBUILDERS, INC. (A MD. CORP.)-TRANSFEROR
AND
FREDERICK W. MORRISON (AN INDIVIDUAL)-TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 23, 1986 AT 2:30 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____
Certificate to Washington Co.

RECORDING
FEE PAID:

\$ 20 ⁵⁰⁰
4.00
\$24.00 Total

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs

A 215959



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2873 1961

204

MOLLER APARTMENTS, INC.

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 23rd day of December, 1986 by and between Moller Apartments, Inc., a Maryland Corporation, hereinafter sometimes referred to as the "Transferor" and David C. Hess and Howard J. Hess, domiciliaries of Montgomery County, Maryland, hereinafter sometimes referred to as "Transferees".

THIS IS TO CERTIFY:

RECORD 5.88
A 5105CHOK 5.88
01987 6-12 P5:09

FIRST: Transferor does hereby agree to sell, to transfer, and assign substantially all of its property and assets to Transferee composed of that real property as hereinafter set forth.

SECOND: Transferor is a Maryland Corporation in good standing formed under the laws of the state of Maryland on October 3, 1967; its principal office is 901 Rolling Road, Washington County, Maryland 21740.

THIRD: Transferees are domiciliaries of Montgomery County, Maryland and whose post office address is: 23444 Flamingo Terrace, Gaithersburg, Maryland 20760.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the real property hereby transferred to it as more particularly described in Article SIXTH herein is Three Hundred Fifteen Thousand (\$315,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale dated June 17, 1986 and various Addenda thereto, by and between Transferor and Transferee.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

63588022

APPROVED FOR RECORD
12/23/86 at 2:30 .m.

2873 1976

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the real property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FOURTH, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee:

All that tract or parcel of land in Hagerstown, Washington County, Maryland, situate at the Southwest corner of the intersection of Summit and Surrey Avenues therein, together with the improvements thereon known as the "Moller Apartments", beginning at the intersection of the West marginal line of said Summit Avenue with the South marginal line of said Surrey Avenue, and running thence Westwardly with the Southern margin of said Surrey Avenue 176 feet, more or less, to the Eastern margin of a fourteen foot alley, thence in a Southerly direction with the Eastern margin of said fourteen foot alley and parallel to the West margin of said Summit Avenue 160 feet, more or less, to a point in and four (4) feet from the Western end of the Southern lot line of Lot No. 9 of Surrey Addition to Hagerstown as shown on a Plat thereof recorded in the Plat Records in the Office of the Clerk of the Circuit Court for Washington County, Maryland, in Liber No. 1, folio 11, thence from said point Eastwardly with the Southern lot line of said Lot No. 9, 50 feet to a point, said point being 126 feet Westwardly as measured along the

Southern lot line of said Lot No. 9 from the Western margin of said Summit Avenue, thence in a Northerly direction parallel to the East margin of said alley a distance of 40 feet to a point in the Southern line of Lot No. 10 of said Surrey Addition as shown on said Plat, thence in an Easterly direction with the Southern lot line of said Lot No. 10, 126 feet, more or less, to the West margin of said Summit Avenue, thence with the West margin thereof in a Northerly direction 120 feet, more or less, to the point and place of beginning, and being all of Lots Nos. 10, 11 and 12 and the Westernmost 50 feet of Lot No. 9 as shown on said Plat (exclusive of the four feet of the Western end of said lots used to widen the former ten foot alley into the fourteen foot alley hereinabove referred to) of said Surrey Addition to Hagerstown.

Being the same property conveyed to Moller Apartments, Inc. by Robert H. Chatkin and Evelyn L. Chatkin, his wife, by a deed dated October 23, 1967 and recorded in Liber 462, folio 443, of the land records of Washington County, Maryland.

Together with an easement granted by the City of Hagerstown to Moller Apartments, Inc., by deed dated December 16, 1986, recorded among the land records of Washington County, Maryland, December 18, 1986.

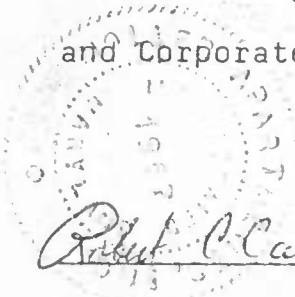
SEVENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation; and Transferee, individual domiciliaries of Montgomery County, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Moller Apartments, Inc. and David C. Hess and Howard J. Hess have respectively caused these Articles

of Sale and Transfer to be signed and acknowledged on behalf of Moller Apartments, Inc. by its President and attested by its Secretary and by David C. Hess and Howard J. Hess, individually.

Attest to Signature
and Corporate Seal:

MOLLER APARTMENTS, INC.



Robert C. Carbaugh

Robert C. Carbaugh,
Secretary

By

Dorothea M. Chatkin

Dorothea M. Chatkin,
President

David C. Hess

David C. Hess

Howard J. Hess

Howard J. Hess

The undersigned, President of Moller Apartments Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be

the corporate act of said Corporation and further certifies that to the best of her knowledge, information and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

MOLLER APARTMENTS, INC.

By: Dorothea M. Chatkin
Dorothea M. Chatkin,
President

STATE OF MARYLAND, Washington COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 23rd day of December, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David C. Hess and Howard J. Hess, who made oath in due form of law that the facts and matters set forth in the foregoing Articles of Sale and Transfer are true and correct to the best of their knowledge and belief.

Witness my hand and official Notarial Seal.

Joanne Malick
Notary Public

My Commission Expires:

7/1/1990

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:-

I HEREBY CERTIFY, That on this 23rd day of December, A. D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, DOROTHEA M. CHATKIN, President of MULLER APARTMENTS, INC., a Maryland corporation, who declared under the penalties of perjury, the Corporation, MULLER APARTMENTS, INC., as of December 23, 1986 owned no personal property in the State of Maryland and that as of said date, the Corporation owed no taxes due to the State of Maryland of any nature and description for any prior years.

Witness my hand and official Notarial Seal.

Jeanne Malecki
Notary Public

My Commission Expires:
1 July 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12 D

BUSINESS CODE

COUNTY

#

D0154641

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

Moller Apartments,
Inc. (and Corp)~~Surviving~~

(Transferee)

David C. Hess +
Howard J. Hess,
individuals

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	23.50	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6
56		Foreign Penalty
54		For. Supplemental Cert.
73	4	Cert. of Conveyance Washington Co. land recs
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	1039.50	Recordation Tax
22	1575.00	State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL FEES

2654

2 Check

Cash

2 Documents on 2 checks

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUN 30 1987

MAIL TO ADDRESS:

Myers + Young
P.O. Box 1267
Hagerstown, Md

21741-1267

NOTE:

APPROVED BY:

PCM

ARTICLES OF SALE AND TRANSFER
BETWEEN
MOLLER APARTMENTS, INC. (A MD. CORP.)-TRANSFEROR
AND
DAVID C. HESS AND HOWARD J. HESS (INDIVIDUALS)-TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND December 23, 1986 AT 2:30 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____
Certificate to Washington Co.

\$ 23.50
4.00
\$ 27.50 Total

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs



A 215960

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CERTIFICATE OF MERGERRECORD
A 5107CHCK
01987 6-12 P5:10CLERK OF THE CIRCUIT COURT
OF WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____

UNITED CONCRETE PRODUCTS, INC. (A MD. CORP.) intoPHOENIX, INC. (A MD. CORP.) - SURVIVOR

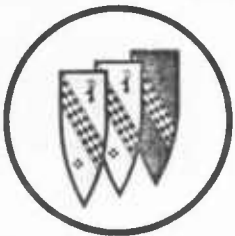
2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

PHOENIX, INC.FREDERICK, MARYLAND3) The Articles were accepted for record on December 12, 1986

As Witness my hand and the Official seal of the said Department at Baltimore this 6th day of JANUARY, 1987.

Dean W. Kitchen
Corporate Administrator

2877 2385

**BUICK**

The Thumma Motor Company

219 Frederick Street 733-0485
Hagerstown, Maryland 21740

RECORD .50
RECORD .75
B 6799CHOR 1.25
01987 6-29A11:53

February 4, 1987

State Department of Assessments and Taxation
301 W. Preston St.
Baltimore, Md. 21201

IN RE: Change of Resident Agent

We attach a copy of the resolution and a
a check in the amount of \$8.00 to effect
a change in the resident agent of the
corporation.

Wayne E. Aiser
Vice President-Secretary

WEA/sk



2891 2581

A special meeting of The Board of Directors of The Thumma Motor Company was held at the office of the company 219 Frederick St., Hagerstown, Md on February 4, 1937.

The purpose of the meeting was to designate a change in the resident agent as required by the Maryland Department of Assessments and Taxations.

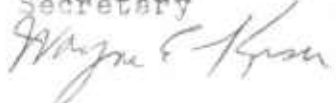
The resolution adopted is as follows:

The Board of Directors of The Thumma Motor Company, a corporation organized in the state of Maryland on December 30, 1935 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Alvin F. Thumma, III.

I, Wayne E. Kiser, secretary of The Thumma Motor Company certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Wayne E. Kiser
Secretary



Corporate Seal

DIRECTORS


Alvin F. Thumma, III


Wayne E. Kiser


N. Kenneth Diffenderfer

70428070

2891 2582

NOTICE OF CHANGE OF RESIDENT AGENT
OF
THE THUMMA MOTOR COMPANY

received for record February 11, 1987, at 8:30 A.M.
and recorded on Film No. Frame No. one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County 71

AA N^o 25624

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

MAILED JUL 7 1987

Return to: The Thumma Motor Company
219 Frederick Street
Hagerstown, Maryland 21740

rc

BROWN BEAR ENGINEERING ASSOCIATES, INC.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and hereby is changed from Bruce B. Brown whose post office address is/was 701 Pin Oak Road, Hagerstown, Maryland, 21740, to Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740 and who is a resident of the State of Maryland.

RESOLVED: That the address of the principal offices of the Corporation is hereby changed to c/o Mackley, Gilbert & Marks, 35 East Washington Street, Hagerstown, Maryland, 21740.

RECORD .50
RECORD .75
8 8201CHCK 1.25
01987 6-29A11:54

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

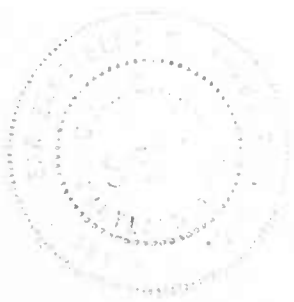
* * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the Corporation's resident agent.

(CORPORATE SEAL)

Samuel K. Brown
Secretary

Bruce B. Brown
President



70428117

2892 0837

~~2892 0404~~

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

BROWN BEAR ENGINEERING ASSOCIATES, INC.

received for record February 11, 1987

, at 8:30 A.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 25633

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

RETURN TO: MACKLEY, GILBERT & MARKS
35 East Washington Street
Hagerstown, Maryland 21740

MAILED JUL 7 1987

rc

2892 0836

218

1987 FEB 19 A 10:30

ARTICLES OF INCORPORATION
BURNSIDE SPRING FARM, INC.

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Burnside Spring Farm, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of farming, related agricultural activities, and in any other lawful trade, business or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes and not specifically prohibited by law.

FOURTH: The address of the principal office of the Corporation in Maryland is 138 West Washington Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation is William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Ten Thousand (10,000),

79508093

2894 2108

all of one class called Common Stock. The par value of each share of Common Stock is Ten Dollars (\$10.00), and the aggregate par value of all the shares of the Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be four (4), until changed as provided by the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualify are Robert L. Brooks, Karen Midthun, John F. Pieper, and Monica Pieper.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such person.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 17th day of February, 1987.
WITNESS:

Carolyn D. Spigler

William McC. Schildt
William McC. Schildt

2894 2109



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

State, Schilt & Vanger
138 W. Washington St
Hagerstown, Md 21740

TOTAL
FEES46.00☒ Check☐ Cash

Documents on _____ checks

APPROVED BY: AK

NOTE:

ARTICLES OF INCORPORATION
OF
BURNSIDE SPRING FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 19, 1987 AT 10 30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2294387

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
STRITE, SCHILDT & VARNER
138 W. WASHINGTON STREET
SUITE 200
HAGERSTOWN

MD 21740

MAILED JUL 7 1987

158C3001448

A 224146



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2894 2107

RECEIVED FOR RECORD ON JUNE 29, 1987 at 11:55 A.M. CORPORATION LIBER 37

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
ALLEGHENY DRILLING & BLASTING, INC.

RECORDED 5.00
INDEXED 5.00
JUN 29 1987 6-29811:55

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sarah Jane Cline, whose Post Office address is 124 Manse Road, Hagerstown, Maryland, 21740; Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the information of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

ALLEGHENY DRILLING & BLASTING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

STATE DEPARTMENT OF AGRICULTURE
AND TERRITORY

RECORDED FOR RECORD

2/17/87 11:40 A

7843525C

2893 0506

To establish and maintain a drilling and blasting business with the authority to own and operate drilling rigs, machinery, tools or apparatus necessary in the boring or otherwise sinking of holes or wells for the production of oil, gas, minerals or water; to engage in the business of and to act as drillers and blasters, and to engage in all other activities, render all other services and handle and deal in all other materials, supplies, and products incidental or related to or connected with any and every stage of the drilling and blasting trade; to purchase, lease or otherwise acquire and to erect, construct, build, establish, dredge, pave mine, quarry, develop, and improve and to raise, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and to clean and to sell, exchange, rent, license or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, field, yards, waterways, roads, streets, parks, gardens, peers, homes, and buildings of every kind and description and parts thereof, and appurtenances thereto, and all other structures, establishments and shelters of every kind and description, mines, oil wells, quarry, sand and gravel pits, tar pits, lime pits and other pits, beds and deposits; the nature of the business and the object of purposes to be

2893 0507

transacted, promoted or carried on by the Corporation are to engage in the lawful act or activity for which corporations may be organized under the statutes of the State of Maryland.

FIFTH: The Post Office address of the principal office of this Corporation is White Hall Road, Smithsburg, Maryland, 21783. ✓

The resident Agent of this Corporation is Mitchell F. Swope, Jr., whose Post Office address is Route 2, Box 234B, Smithsburg, Maryland, 21783. Said resident Agent is a citizen of the State of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

2893 0508

EIGHTH: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after March 31st , 1987, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified is: Charles F. Wagaman, Jr.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if


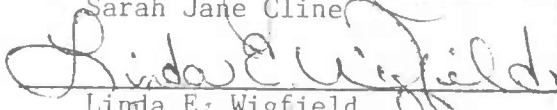
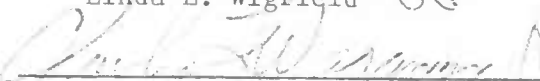
2893 0509

authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 11 day of February , A.D., 1987.


Sarah Jane Cline

Linda E. Wigfield

Charles F. Wagaman, Jr.

2893 0510



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

227

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MAILED JUL 7 1987

CHARLES F. WAGAMAN, JR.
600 MD. NAT'L BANK BLDG
82 WEST WASHINGTON ST.
HAGERSTOWN, MD 20640

TOTAL
FEES\$1 Check _____ Cash _____Documents on 1 checksAPPROVED BY: MA

NOTE: _____

ARTICLES OF INCORPORATION
OF
ALLEGHENY DRILLING & BLASTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 17, 1987 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2291029

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CHARLES F. WAGAMAN, JR.
600 MD. NAT'L BANK BUILDING
82 W. WASHINGTON STREET
HAGERSTOWN MD 21740 5606

155C3001112

A 223799



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2893 0505

ARTICLES OF INCORPORATION

OF

JOHN A. TAYLOR, INC.

(A Close Corporation)

1987 FEB 17 A 9:52

THIS IS TO CERTIFY:

2/17/87 9:53a
FIRST: That I, the subscriber, JOHN A. TAYLOR, whose address is Route 235, P.O. Box 31, Park Hall, Maryland 20667, being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, hereby declare my intention to form a Corporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

JOHN A. TAYLOR, INC.

THIRD: That the Corporation is a Close Corporation pursuant to Section 4-101 et seq. of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise

70488115

2892 2115

dispose of, restaurants, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

FIFTH: The powers of the Corporation to be formed are as follows:

A. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways

(whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stock, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

B. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, .

contractor, trustee, factor or otherwise, either alone or in company with others.

C. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations, except that the Corporation is not hereby authorized to act as a surety for others.

D. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

E. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 4-101 et seq. of the Corporations and Associations Article of the Annotated Code of Maryland and in replacement volumes thereof and supplements thereto, and to have and to exercise all powers and conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and

to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

F. To redeem or purchase its outstanding stock as may be agreed upon between the Corporation and its Shareholders by unanimous consent of the Shareholders and the Corporation.

SIXTH: The post office address of the principal office of the Corporation in the State of Maryland shall be Route 235, P.O. Box 31, Park Hall, Maryland 20667. The name and post office address of the resident agent of the Corporation in the State of Maryland shall be John A. Taylor, Route 235, P.O. Box 31, Park Hall, Maryland 20667, and said resident agent is a citizen of the State of Maryland and actually resides in the State of Maryland.

SEVENTH: That the total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares with a par value of \$10.00, all of which shares are of one class and are designated common stock.

EIGHTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall

have one director, whose name is John A. Taylor.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 13 day of February, 1987.

WITNESS:

Notary Public

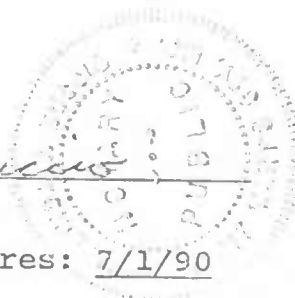
John A. Taylor
JOHN A. TAYLOR

STATE OF MARYLAND
COUNTY OF ST. MARY'S, to wit:

I HEREBY CERTIFY, that on this 13th day of February, 1987, before me, a Notary Public of the State and County aforesaid, personally appeared JOHN A. TAYLOR and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Melinda J. Buccia
Notary Public
My Commission Expires: 7/1/90





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

235

DOCUMENT CODE 120 BUSINESS CODE 03 COUNTY 11

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>221</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>6P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 7 1987

MAIL TO ADDRESS: _____

Alfred Lacer
One Hundred Exploration #203
Lexington PK, Md 20653

TOTAL
FEES

53 ☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: JS

NOTE: _____

ARTICLES OF INCORPORATION
OF
JOHN A. TAYLOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 17, 1987 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 22
5.50

SPECIAL
FEE PAID:

\$

D2290179

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ALFRED LACER
ONE HUNDRED EXPLORATION
SUITE 2030
LEXINGTON PARK MD 20653

154C3001027

A 223719



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2892 2111

CHARLES P. STRONG, JR., P.A.

ARTICLES OF INCORPORATION 2/13/87 10:31/c

gp
FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Charles P. Strong, Jr., P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of the practice of the profession of law ; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

✓
FOURTH: The post office address of the principal office of the Corporation in this State is 21 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles P. Strong, Jr., 21 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Charles P. Strong, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from 1908

70443181

time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

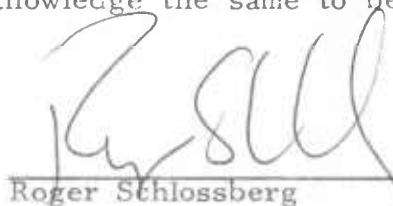
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of February, 1987, and I acknowledge the same to be my voluntary act and deed.


Witness


Roger Schlossberg

(SEAL)

2892 1909



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ ☒ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor)

Surviving
(Transferee)

<u>CODE</u>	<u>AMOUNT</u>	FEE	REMITTED
-------------	---------------	-----	----------

20	<u>2</u>	Organ & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
	_____	_____
	_____	_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____
	_____	Other _____

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code _____

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

Roger Schlossberg
134 W. Washington St.
Hagerstown, Md

TOTAL
FEES

40

<u>✓</u>	Check	Cash
----------	-------	------

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
CHARLES P. STRONG, JR., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 13, 1987 AT 10:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2289825

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERT, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

154C3000992

A 223686



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2892 1907

RC ROTORS, INC.
120 North Jonathan Street
Hagerstown, MD 21740
2/13/87 10:51
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is RC Rotors, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of owning, operating and renting aircraft; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 120 North Jonathan Street, Hagerstown, Maryland 21740. The names and post office address of the Resident Agents of the Corporation in this State are David R. Rider and Roger T. Craig, 120 North Jonathan Street, Hagerstown, Maryland 21740. Said Resident Agents are individuals actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

David R. Rider
Roger T. Craig

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class,

70448185

2892 1903

whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Directors or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Directors or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Directors or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this
12th day of February, 1987, and I acknowledge the same to be my voluntary
act and deed.

David Schlossberg R. Schlossberg (SEAL)
Witness Roger Schlossberg



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Roger Schlossberg
134 W. Wash St
Hagerstown Md
21740

TOTAL FEES

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
RC ROTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 13, 1987 AT 10:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2289817

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN

MAILED JUL 7 1987

MD 21740

154C3000991

A 223685



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2892 1902

1987 FEB -5 A 10: 48

MST

2/13/87

1047

A-1 BUILDING AND REMODELING, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
B 2508CHCK 5.00
01-87 6-29A11:57

FIRST: I, James N. Humelsine, whose Post Office address is 832 South Potomac Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is A-1 BUILDING AND REMODELING, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) Building, construction, remodeling, home improvement and custom masonry.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 832 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State

70443130

2892 1861

are James N. Humelsine, 832 South Potomac Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be FIVE (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than THREE (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James N. Humelsine

Dean E. Metcalfe, Jr.

Jeffrey L. Bonebrake

Kevin S. Metcalfe

Gerald A. Deal, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

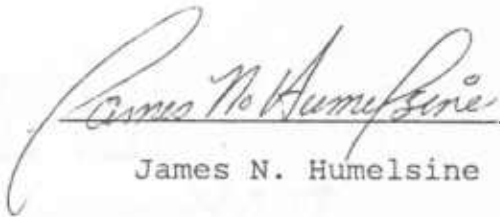
EIGHTH: Except as may otherwise be provided by the

2892 1863

(3)

Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *2nd* day of *February*, 1987, and I acknowledge the same to be my act.


James N. Humelsine

2892 1864

State Department of Assessments and Taxation

DOCUMENT CODE

BUSINESS CODE

COUNTY

P. A.

Religious

Close

Stock

Nonstock

erging
Transferor)

Surviving
(Transferee)

CODE	AMOUNT	FEE	REMITTED
------	--------	-----	----------

0	<u>20</u>	Organ. & Capitalization
1	<u>20</u>	Rec. Fee (Arts. of Inc.)
2	<u> </u>	Rec. Fee (Amendment)
3	<u> </u>	Rec. Fee (Merger or Consolidation)
4	<u> </u>	Rec. Fee (Transfer)
5	<u> </u>	Rec. Fee (Dissolution)
6	<u> </u>	Rec. Fee (Revival)
2	<u> </u>	Foreign Qualification
0	<u> </u>	Cert. of Qual. or Reg.
1	<u> </u>	Foreign Name Registration
3	<u> </u>	_____ Certified Copy _____
6	<u> </u>	Foreign Penalty
4	<u> </u>	For. Supplemental Cert.
3	<u> </u>	Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

5	_____	Special Fee
0	_____	For. Limited Partnership
3	_____	Cert. Limited Partnership
4	_____	Amendment to Limited
	_____	Partnership
5	_____	Termination of Limited
	_____	Partnership
1	_____	Recordation Tax
2	_____	State Transfer Tax
3	_____	Local Transfer Tax
1	_____	_____ Corp. Good Standing
A	_____	Foreign Corporation
	_____	Registration
	_____	Other

Code

ATTENTION:

MAIL TO ADDRESS:

TOTAL
EES

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

2092 1265

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 37 FOLIO 246
LAID ☐ DENNIS J. WEAVER, CLERK

CORPORATIONS

ARTICLES OF INCORPORATION
OF
A-1 BUILDING AND REMODELING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 13, 1987 AT 10:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2289742

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUL 7 1987
THOMAS WADE
44 N. POTOMAC STREET, SUITE 204
HAGERSTOWN MD 21740

154C3000984

A 223679



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2892 1860

Received For Record Jan. 6, 1987 at
10:25 a.m. Liber 36

Received for Re-Recording on June 29, 1987 at
11:57 A.M. LIBER 37

ARTICLES OF INCORPORATION

FIRST: I, Stephen E. Metzner, at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Dr. Stephen Metzner, M.D., P.C.

THIRD: The purposes for which the Corporation is formed are practice of medicine.

(1) The purpose is medicine and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1825 Howell Road, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, P.A. 49 N. Potomac St. Hagerstown, Md 21740. Said Resident Agent is and individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 1 provided that:

(1) If there is no stock outstanding, the numbers of directors may be less than three but not less than one;

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Stephen E. Metzner.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time

62293085

70422241

STATE DEPARTMENT
RECORDS AND EVIDENCE
8/15/80
9:42

RECORD 5.00
A 7413CHCK 5.00
01987 1-06A10:25

RECORD 5.00
B 680918CK 5.00
01987 6-29A11:57

1988 AUG 15 A 7 11 08

1988 FEB 15

1988

1983 0077

hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHT: Except as may otherwise be provided by the Board of Directors no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of _____, 1986, and we acknowledge the same to be my act.


Stephen E. Metzger

2893 0078



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

06

COUNTY

21

#

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20

20

Organ. & Capitalization

61

20

Rec. Fee (Arts. of Inc.)

62

Rec. Fee (Amendment)

63

Rec. Fee (Merger or
Consolidation)

64

Rec. Fee (Transfer)

65

Rec. Fee (Dissolution)

66

Rec. Fee (Revival)

52

Foreign Qualification

50

Cert. of Qual. or Reg.

51

Foreign Name Registration

13

Certified Copy

56

Foreign Penalty

54

For. Supplemental Cert.

73

Cert. of Conveyance

75

Special Fee

80

For. Limited Partnership

83

Cert. Limited Partnership

84

Amendment to Limited
Partnership

85

Termination of Limited
Partnership

21

Recordation Tax

22

State Transfer Tax

23

Local Transfer Tax

31

Corp. Good Standing

NA

Foreign Corporation
Registration

Other

Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED JUL 7 1987

Lewis C. Metzger P.A.
49 N. Potomac St
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

610

255

CORPORATIONS

LIBER 36 FOLIO 607
AND ☒ BENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

607 36

ARTICLES OF INCORPORATION
OF
DR. STEPHEN METZNER, M.D., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST 15, 1986 AT 09:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00 \$

D2187862

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209429

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

284 1079

ARTICLES OF INCORPORATION
OF
DR. STEPHEN METZNER, M.D., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST 15, 1986 AT 9:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2288140

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LEWIS C. METZNER, P.A.
49 N. POTOMAC STREET
HAGERSTOWN MD 21740

152C3000845

A 223535



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2893 0076

TRI-STATE OPTICAL COMPANY, INC.

ARTICLES OF INCORPORATION

5011 11:05
FIRST: I, Alvin H. Bailey, whose post office address is 823 Noland Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

TRI-STATE OPTICAL COMPANY, INC.

2/9/87
THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of wholesale optical manufacturing and sales.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 823 Noland Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Alvin H. Bailey, 823 Noland Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there

70408163

2892 0659

1987 FEB - 8 - 11:00

are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Alvin H. Bailey
Lois E. Bailey
Stephen B. Osborne

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the

stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a

majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of February, 1987, and I acknowledge the same to be my act.

WITNESS:

Leticia Draper Alvin H. Bailey (SEAL)
Alvin H. Bailey



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

261

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

TOTAL
FEES

50 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

MAILED JUL 7 1987

MAIL TO ADDRESS: _____

Day + Schneider
120 W. Washington St
#300
Hagerstown, Md 21740

NOTE: _____

2892 0663

ARTICLES OF INCORPORATION
OF
TRI-STATE OPTICAL COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 9, 1987 AT 11 05 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2286599

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
DAY AND SCHNEIDER
120 W. WASHINGTON STREET
SUITE 300
HAGERSTOWN

MD 21740

150C3000690

A 223397



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2892 0658

ARTICLES OF INCORPORATION
OF
NANCI K, INC.

263

TO: The Recorder of Deeds
State of Maryland

I, Nanci Koerting, Route 3, Box 318, Boonsboro, Maryland,
21713, the undersigned Natural Person of the age of twenty-
one years or more do hereby form a Corporation under the
general laws of the State of Maryland.

RECORD 5.00
P 68126404 5.00
01987 6-29P12:00

ARTICLE I

The name of the Corporation is Nanci K, Inc.

ARTICLE II

The purpose or purposes for which the Corporation is orga-
nized are as follows, to wit:

- A. To engage in the business of hauling and other con-
struction related activities.
- B. To broker raw materials necessary for landscaping
and sediment control (i.e. sand mulch/stone, sand
soil, etc.).
- C. To engage in any business, service or operation
derived from the development or enhancement of
services, information, skill, and acknowledge
derived from the the provision of consultancy,
advisory, work, technical and/or management
services herein provided.
- D. To borrow money and contract debts when necessary
for the transaction of its business or for the

1987 FEB -6 P 12:00

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
2/6/87 at 12:00
RECEIVED FOR RECORD

70408170

2891 2618

exercise of its corporate rights, powers, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured for money borrowed in payment for property purchased or acquired for any other lawful objects or purposes.

- E. To do all and everything necessary and proper for the accomplishment of the objects and purposes enumerated in this certificate of incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in this certificate of incorporation or any amendment thereto and to do any or all of the things herein-before set forth and any and all other lawful things to the same extent as natural persons might or could do.

ARTICLE III

The address, including, street and number of the initial registered office of the corporation is Route 3, Box 318, ✓

2891 2619

Boonsboro, Maryland, 21713 and the name of the initial registered agent is Kim Koerting. The address, including street and number, where it conducts its principal business is: Route 3, Box 318, Boonsboro, Maryland, 21713.

ARTICLE IV

The Corporation shall be authorized to issue Capital Stock.

A. The aggregate number of shares which the corporation is authorized to issue is 10,000 (Ten Thousand) shares, having a per share value of \$1.00. The shares shall all be common stock.

B. Any unissued shares of stock herein authorized or hereafter increased or created, may be issued from time to time by the Corporation in such manner, amounts and proportions and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE V

The number of Directors of the Corporation shall be one (1) which may be increased to seven (7) pursuant to the By-Laws of the Corporation. The name and address of the person who is to serve as the initial director or until the additional members are elected or appointed by him is Nanci W. Koerting, Route 3, Box 318, Boonsboro, Maryland, 21713.

ARTICLE VI

A. The internal affairs of the Corporation shall be governed by the Board of Directors. The Directors of this Board need not be shareholders in the Corporation. At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect Directors to hold office for the term for which he is elected or until the next succeeding meeting. Each Director shall hold office for the terms for which he is elected or until his successor shall have been elected and qualified.

B. The Corporation shall indemnify any person who was or is a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, partnership, joint venture, trust or other enterprise against judgments, fines, amounts paid in settlement and expenses (including attorney's fees) actually and reasonable incurred by him in connection with such action, suit or proceeding. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII

The provision for the regulation of the internal affairs of the Corporation, except as provided in the Article of Incorporation, shall be determined and fixed by the by-laws, or adopted by the Board of Directors.

The duration of the Corporation shall be perpetual.

In Witness whereof, I have signed these Article of Incorporation and acknowledge the same to be my act.



NANCI W. KOERTING

INCORPORATOR



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

021

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20	29	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAIL TO ADDRESS:

Nanci Koerting
Rt 3 Box 318
Boonsboro, Md

21713

NOTE:

TOTAL
FEES

51

☒ Check

Cash

Documents on checks

APPROVED BY:

PCM

certified
copy
made

ARTICLES OF INCORPORATION
OF
NANCI K, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 6, 1987 AT 12 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2285443

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
NANCI KOERTING
ROUTE 3
BOX 318
BOONSBORO

MAILED JUL 7 1987

MD 21713

150C3000575

A 223301



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2891 2617

mu

UNITARIAN UNIVERSALIST CHURCH OF HAGERSTOWN
ARTICLES OF INCORPORATION

RECORD 2.50
8813CHOK 2.50
01987 6-29P12:00

FIRST: The undersigned, whose names and post office addresses are, Rodman Sweeny, 1861 Abbey Lane, Hagerstown, MD 21740; Sara D. Zenge, 244 South Potomac Street, Hagerstown, MD 21740; Joanne W. Jones, 254 Potomac Heights, Hagerstown, MD 21740; Katherine R. Sweeny, 1861 Abbey Lane, Hagerstown, MD 21740; Andrew B. Celmer, Rt. 3, Box 263-A, Smithsburg, MD 21783; Margaret O. Weller, 512 South Potomac Street, Waynesboro, PA 17268; B. Lou Clinginpeel, 25 West Salisbury Street, Williamsport, MD 21795; Billy A. Butt, P. O. Box 1137, Shepherdstown, WV 25443; Yvonne S. Pfoutz, 2541 McDowell Road, Waynesboro, PA 17268; Sandra Black, 605 Bentley Court, Hagerstown, MD 21740; and Marion B. Chalfant, P. O. Box 263, Waynesboro, PA, 17268; being at least eighteen years of age, and elected by the members of the congregation of the Unitarian Universalist Church of Hagerstown to act as officers and trustees in the name and on behalf of said congregation do hereby form a religious corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Unitarian Universalist Church of Hagerstown.

THIRD: The plan of the church is as follows:

1. The purpose for which the Corporation is formed is to be a fellowship of free minds, having for its object the study and practice of liberal religion, the development of a higher way of life for its members, and the building of a better community and world; to establish and maintain a place or places for worshipping, teaching and meeting; to buy, sell, hold, lease or rent land, and to buy, sell, hold, build, lease or rent a building or buildings, and to furnish and maintain the same; and to do all things incident and pertinent to such purposes.

2. This Church shall be affiliated with the Unitarian Universalist Association of Churches and Fellowships in North America.

3. The time and manner for election and succession of trustees, as called for in the Constitution and ByLaws, is:

STA.

2/5/87

70508231

1987 FEB -5 A 10:38

10:38 AM

2891 1147

A. Members shall elect, by ballot, an Executive Board to consist of four officers (President, Vice-President, Secretary and Treasurer), two trustees-at-large, and the chairpersons of five standing committees (Membership, Program, Building and Grounds, Religious Education, and Social Concerns). If there is a minister, he/she shall be an ex-officio member of the Board. All members of the Board shall have been members of the Church for 60 days prior to the election, having attained the age of majority in the State of Maryland.

B. The annual meeting of the congregation shall be held in early May when officers shall be elected and other appropriate business transacted. A quorum will consist of 20 percent of the members eligible to vote, and those names will be certified by the Secretary. Notices of such annual meeting shall be mailed or otherwise furnished to all members at least 10 days in advance. Such notices shall include a report of the nominating committee.

C. Officers and standing committee chairs shall be elected for a one year term of office starting June 1 following the election. Trustees-at-large will be elected for a two-year term, one each year. Elections shall be by secret ballot, except where there is only one candidate for an office. No Board member shall hold the same office for more than two consecutive terms, except the Treasurer, who may serve no more than four consecutive one-year terms.

D. At each Annual Meeting members shall elect a Nominating Committee of at least three members and not more than five. The Nominating Committee will submit a slate of officers, trustees-at-large, and elected committee chairpersons. The Nominating Committee shall nominate at least one, and if possible, more than one member for each office and for each vacant position on the Board. Other nominations may be made from the floor.

E. When a vacancy occurs on the Board, the President shall make an appointment to fill the vacancy, subject to the approval by a majority of the Board. The Board must be asked for approval within two weeks following the appointment. If no regular meeting of the Board has been scheduled during that time period, the President shall call a special meeting of the Board to seek approval within two weeks following the appointment.

4. Any person 16 years of age or over who is in sympathy with the purpose and program of the Church and who subscribes to the constitution and by laws may become a member by

signing the membership book. No credal test, by any means, will ever be required as a condition of membership in the Church. A member shall be eligible to vote after having been a member of the Church for 60 days.

5. In the event of the dissolution of the Church, all outstanding debts shall be paid, and the remaining assets, including land and buildings, shall become the property of the Unitarian Universalist Association of Churches and Fellowships in North America, 25 Beacon Street, Boston, Massachusetts, subject to court approval and in accordance with law.

FOURTH: The post office address of the principal place of worship is 465 North Potomac Street (Post Office Box 1268) Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland are Rodman Sweeny, 1861 Abbey Lane, Hagerstown, MD 21740-9752.

IN WITNESS WHEREOF, we the trustees have signed these Articles of Incorporation on February 2, 1987, and severally acknowledge the same to be our act.

Rodman Sweeny
Rodman Sweeny

Sara D. Zenge
Sara D. Zenge

Joanne W. Jones
Joanne W. Jones

Katherine R. Sweeny
Katherine R. Sweeny

Sandra Black
Sandra Black

Marion Chalfant
Marion Chalfant

B. Lou Clinginpeel
B. Lou Clinginpeel

Billy A. Butt
Billy A. Butt

Andrew B. Celmer
Andrew B. Celmer

Margaret O. Weller
Margaret O. Weller

Yvonne Pfoutz
Yvonne Pfoutz



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

273

DOCUMENT CODE 02 18 BUSINESS CODE 16 COUNTY 71# _____ P.A. ☒ Religious ☐ Close ☐ Stock ☐ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUL 7 1987

MAIL TO ADDRESS: _____

RODMAN SWERBY
465 NORTH POTOMAC STREET
P.O. BOX 1268
HAGERSTOWN, MD 21741

TOTAL
FEES30☒ Check ☐ Cash1 Documents on 1 checks

NOTE: _____

APPROVED BY: MP.

ARTICLES OF INCORPORATION
OF
UNITARIAN UNIVERSALIST CHURCH OF HAGERST
OWN

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 5, 1987 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 10
2.50

SPECIAL
FEE PAID:

\$

D2284958

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RODMAN SWEENEY
465 N. POTOMAC STREET
P. O. BOX 1268
HAGERSTOWN

MD 21741

149C3000526

A 223253



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2891 1146

ARTICLES OF INCORPORATION

1987 FEB -4 A 10:46

LANDMARK PRESERVATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers. R. Stefan Klosowski, whose post office address is 132 South Locust Street, Hagerstown, Maryland, 21740, David L. Corey, Sr., whose post office address is 1231 Ravenwood Heights, Hagerstown, Maryland, 21740 and Mary A. Corey, whose post office address is 1231 Ravenwood Heights, Hagerstown, Maryland, 21740, all being at least twenty-one (21) years of age, do under and by the virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called "the corporation") is:

LANDMARK PRESERVATION, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in a general contracting, consulting, and general merchandising business.

(b) To construct, rehabilitate, restore, reconstruct, preserve or otherwise improve; buildings, houses, rental properties, warehouses, commercial and industrial structures, implements, artifacts and other property or equipment of any kind.

(c) To engage in consultation with public and private entities and such bodies as: federal, state, county, municipal, non-incorporated jurisdictions, or any territory, district, colony or dependency of the United States of America, or of any foreign country or any other corporation, co-partnership, business or individual

(d) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.

(e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(f) To carry on and transact, for itself or for account of others, the business of contractors, consultants, general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, literature, insurance and real estate, wares and merchandise of every description.

(g) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and

76358245

to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue of, accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(h) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(i) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(j) To guarantee the payment of dividends upon and shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities of other evidences of indebtedness created or issued by any such corporation or association.

(k) To loan or advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by any mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(l) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others, for its own account and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(m) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in any foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

2890 0865

The foregoing enumeration of the purposes, objects and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 132 South Locust Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is R. Stefan Klosowski whose post office address is 132 South Locust Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is ten thousand (10,000) shares of the par value of ten dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors R. Stefan Klosowski, David L. Corey, Sr., and Mary A. Corey, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such transaction, with like force and affect as if he were not such a director or officer of such other corporation or not so interested.

2890 0866

(c) The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner, and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders all powers of the Corporation, whether conferred by law or these

2890 0867

articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2 day of FEBRUARY, 1987

R. Stefan Klosowski (SEAL)
R. Stefan Klosowski

David L. Corey, Sr. (SEAL)
David L. Corey, Sr.

Mary A. Corey (SEAL)
Mary A. Corey

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 2nd day of February, 1987, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared R. Stefan Klosowski, David L. Corey, Sr., and Mary A. Corey known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Carol W. Bator
NOTARY PUBLIC

Commission Expires

July 1, 1990

2890 0868



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

DAVID L. COREY

1231 RAUFENWOOD HEIGHTS
HAGERSTOWN, MD 21740

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
LANDMARK PRESERVATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 4, 1987 AT 10 46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2284099

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1987

RETURN TO
DAVID L. COREY, SR.
1231 RAVENWOOD HEIGHTS
HAGERSTOWN MD 21740

148C3000440

A 223174



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2890 0863

MIHI PARK, INC.RECORDED 6.50
INDEXED 6.50
01987 6-29P12:01

ARTICLES OF INCORPORATION

FIRST: I, MARY BRADY, whose post office address is 950 Mt. Aetna Road, Hagerstown, Maryland, being at least eighteen (18) years of age, and hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **MIHI PARK, INC.**

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/24/87 at 10:52 A.M.

2890 2790

instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed or Trust, or other instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or it's principal to any person or organization other than a municipality or a "charitable organization" or for other than "charitable" purposes within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and

every power for which a non-profit Corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) by a Corporation, contribution

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To receive and administer funds for equipment, staff, planning, and any other assistance to the Mentally Impaired and Handicapped Individual Park (MIHI Park) to be located at Halfway Park, Halfway, Washington County, Maryland, and to generally aid and assist mentally impaired and handicapped individuals in any manner possible. In administering such funds and aid, Corporation shall not discriminate against any individual or group on the basis of race, color, sex, religion, national origin, age, mental or physical impairment or handicap.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 376, Hagerstown, Maryland 21740-0376. The name and post office address of the Resident Agent of the Corporation in this State are Gregory C. Bannon, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be

authorized to issue capital stock. The number of qualifications for; and other matters relating to it's members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Mary Brady, Roger Pearson, Lee Michael, Jim Plummer, Lyn Boswell, Mac McLean, Jacob Hoffman, George Sellers, Bill Feuerstein and Ron Harsh.

SEVENTH: Upon the disillusion of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to it's impractical or expedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may, by it's By-Laws, make any other provisions or requirements for the

arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of it's possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private share holder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable,

scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under

Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of January, 1987, and I acknowledge same to be my act.

Mary Brady
Mary Brady

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY That on this 21st day of January, 1987, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Mary Brady, and acknowledged the foregoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal.

Julith L. Leather
Notary Public

My Commission Expires:

7-1-90



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

04

COUNTY

11

#

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	14	1 Certified Copy 8
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

GREGORY C. BANNON

138 WEST WASHINGTON STREET

HAGERSTOWN, MD 21740

TOTAL
FEES

60

Check

Cash

Documents on 1 checks

APPROVED BY:

MR

NOTE:

ARTICLES OF INCORPORATION
OF
MIHI PARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 2, 1987 AT 10:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 26
6.50

SPECIAL
FEE PAID:

\$

D2283356

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:

MAILED JUL 7 1987

GREGORY C. BANNON
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

147C3000366

A 222904



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO.

2890 2789

1987 FEB -2 A 11: 2- W.A. FARM CORPORATION

ARTICLES OF INCORPORATIONRECORDED 5.00
2 4814CHC 5.00
01987 6-29P12:00

FIRST: The undersigned, Mary E. Murphy, Wilfred C. Murphy, Jr. and Arnold W. Murphy, whose address is Route 1, Box 284, Sharpsburg, Maryland 21782, being at least eighteen (18) years of age, do hereby act as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

M.W.A. Farm Corporation

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To raise milk cows and all manner of animal livestock, including chickens; to plant, maintain and harvest all manner of agricultural produce; to buy, sell and raise all manner of agricultural, animal, animal products and agricultural products at wholesale and retail.

(b) To purchase, subscribe for or otherwise acquire and hold, own, use, sell, assign, transfer, mortgage, pledge, convey, exchange, or otherwise dispose of and deal in real and personal property of every kind and description, or any interest therein, including, without limitation, shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign; and to engage in any other lawful purpose or business.

(c) To do anything permitted by the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is Route 1, Box 284, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation is H. Patrick Donohue, 110 N. Washington Street, Fifth Floor, Rockville, Maryland 20850. Said Resident Agent is a resident of the State of Maryland. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock with a par value of Ten Cents (\$0.10) per share or an aggregate par value of One Thousand Dollars (\$1,000.00) all of one class.

70-28377

2889 2633

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) (provided, however, that if there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Mary E. Murphy, Wilfred C. Murphy, Jr. and Arnold W. Murphy.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; and may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors or officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) The Corporation may indemnify directors, officers, employees and agents of the Corporation as and to the extent permitted by the Maryland General Corporation Law.

(d) Except as may otherwise be provided by the Board of Directors from time to time, no holder of any shares of the stock of the Corporation shall have any preemptive right to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, whether now or hereafter authorized.

(e) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on this 30th day of December, 1986, acknowledging the same to be their act.

WITNESS:

Elin M. Hays

Mary E. Murphy
Mary E. Murphy

Elin M. Hays

Wilfred C. Murphy, Jr.
Wilfred C. Murphy, Jr.

Elin M. Hays

Arnold W. Murphy
Arnold W. Murphy

2889 2635



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

295

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 22 Organ. & Capitalization
61 40 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

FRANCIS X. CANALE

1605 NEW HAMPSHIRE AVE NW,
WASHINGTON, D.C. 20009

TOTAL FEES

42

Check

Cash

Documents on checks

APPROVED BY:

mp

NOTE:

ARTICLES OF INCORPORATION
OF
M.W.A. FARM CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 2, 1987 AT 11 30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 22

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2282234

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
FRANCIS X. CANANLE
1605 NEW HAMPSHIRE AVE. N.W.
WASHINGTON DC 20009

146C3000254

A 223039



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2889 2632

APPROVED FOR RECORD

RECEIVED FOR RECORD ON JUNE 29, 1987 4/87 at 10:16 A.m.
at 12:02 P.M. CORPORATION LIBER 37

TEXTILE PRESERVATION ASSOCIATES INCORPORATED AT ANTIETAM

ARTICLES OF INCORPORATION

RECORD 5.00
6-29-87 5.00
01987 6-29-87 12:02

FIRST: The undersigned Fonda G. Thomsen of Keedysville, Md., Anna Johnson of Martinsburg, WV., Patricia Craio of Harpers Ferry, WV. and Alice A. Newton of Bakerton, WV., being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Textile Preservation Associates Incorporated at Antietam.

THIRD: The purposes for which the Corporation is formed are as follows:

- A: To provide conservation consulting on the care, handling, condition assesment, storage and display of historic and artistic objects.
- B: To provide comprehensive conservation treatment of historic and artistic objects.
- C: To educate the public on the basic care, handling, storage and display of historic and artistic objects.
- D: To do research and publish on materials and techniques towards the improvement of the state of the art.
- E: To provide services using the code of ethics established by the American Institue for Conservation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 34, Keedysville, Washington County, Md., 21756. The name and post office address of the resident agent of the Corporation in Maryland are Fonda G. Thomsen, Route 1, Box 34, Keedysville, Washington County, Md., 21756. ✓

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 250 shares of the par value of \$100.00 a share, all of one class, and having an aggregate par value of \$25,000.00.

70358105

2889 2560

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act untill the first meeting or untill their successors are duly chosen and qualified are Fonda G. Thomsen, Anna Johnson, Patricia Craig and Alice A. Newton.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A: The initial Bylaws of the Corporation shall be adopted by its directors.

B: The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the directors, and the exercise of such power shall take place upon furnishing notice of a proposed change or changes in writing to all directors not less than thirty days prior to the date of the meeting at which the vote is to be taken.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on January 2, 1987, and severally acknowledged the same to be our act.

Fonda G. Thomsen 1/2/87
Fonda G. Thomsen

Anna Johnson 1/2/87
Anna Johnson

Patricia K. Craig 1/2/87
Patricia Craig

Alice A. Newton 1/2/87
Alice A. Newton



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

299

DOCUMENT CODE

BUSINESS CODE

COUNTY

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 1 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

FONDA B. THOMSEN
RT 1, Box 34
KEDDYVILLE, MD 21756

TOTAL FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

CERTIFIED COPY MADE

2889 2562

ARTICLES OF INCORPORATION
OF
TEXTILE PRESERVATION ASSOCIATES INCORPORATED
AT ANTIETAM

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 4, 1987 AT 10 16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2282085

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
FONDA G. THOMSEN
ROUTE 1, BOX 34
KEEDYSVILLE

MD 21756

146C3000239

A 223028



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2889 2559

RECEIVED FOR RECORD ON JUNE 29, 1987 at 12:02 P.M. CORPORATION LIBER 37

R & D TRUCKING, INC.

ARTICLES OF INCORPORATION

RECORD 5-00
2 55/180/11 3-00
01987 6-27711-00

FIRST: I, DEBRA ANN NOEL, whose post office address is Route #1, Box 102, Big Springs, MD 21722, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: R & D Trucking, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To carry freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles; to transport such freight to various destinations; and to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking, and to maintain and repair the same.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 102, Big Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an

2888 1396

mp

APPROVED FOR RECORD

1/29/87 at 9:41 A.M.

1987 JAN 29 A 9:41

individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Cororation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are: Rex Carl Noel and Debra Ann Noel

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its

stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the

Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of January, 1987, and I acknowledge the same to be my act.

Debra Ann Noel
Debra Ann Noel



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

305

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or
Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 15 2 Certified Copy 8
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited
Partnership
85 Termination of Limited
Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation
Registration
Other
Other

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

RALPH H. FRANCE, II

HAGERSTOWN TRUST CO BLDG.
81 WEST WASHINGTON ST.

HAGERSTOWN, MD 21740

NOTE:

TOTAL
FEES

55

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

ARTICLES OF INCORPORATION
OF
R & D TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1987 AT 9:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

D2279800

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RALPH H. FRANCE, II, ESQUIRE
81 W. WASHINGTON STREET
HAGERSTOWN TRUST CO. BUILDING
HAGERSTOWN MD 21740

144C3000032

A 222718



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2888 1395

RECEIVED FOR RECORD ON JUNE 29, 1987 at 12:02 P.M.

CORPORATION LIBER 37

ARTICLES OF INCORPORATION

OF

HOLLINGSHEAD & BACHTELL, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is HOLLINGSHEAD & BACHTELL, INC.

THIRD: This Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

To perform home improvements and construct new homes.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is Route #2, Box 83, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State are Paul D. Hollingshead, Route #2, Box 83, Boonsboro, Maryland, 21713. Said resident agent is a citizen actually residing in this State.

70238017

2888 2597

307

RECORD 5.00
2 6212CHOK 3.00
01927 6-29P12:0

1987 JUN 28 A 9:2

STATE DEPT. 1/28/87

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Paul D. Hollingshead and R. Wayne Bachtell.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the director and stockholders:

The directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 26th day of January, 1987.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

309

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAIL TO ADDRESS:

H.W. GILBERT

35 EAST WASHINGTON STREET
HAGERSTOWN, MD 21740TOTAL
FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

2888 2599

ARTICLES OF INCORPORATION
OF
HOLLINGSHEAD & BACHTELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 28, 1987 AT 9:20 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2279305

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HOWARD W. GILBERT, JR.
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

143C3001914

A 222666



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2888 2596

ARTICLES OF VOLUNTARY DISSOLUTION
OF
HOFFMAN'S INCORPORATED

RECORD 5.00
B 3320CHOR 5.00
01987 6-29-12:03

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 15 North Potomac Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

✓ R. Paul Hoffman
2121 Blue Ridge Road
Hagerstown, MD 21740

FOURTH: The names and addresses of each Director of the Corporation are as follow:

- a. John J. Porter
530 Gordon Circle
Hagerstown, MD 21740
- b. Earl J. Smith
11 N. Colonial Drive
Hagerstown, MD 21740
- c. Mary Virginia Hoffman
2121 Blue Ridge Road
Hagerstown, MD 21740
- d. R. Paul Hoffman
2121 Blue Ridge Road
Hagerstown, MD 21740

2/18/87

10:87a
10:80

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

R. Paul Hoffman President & Treasurer
2121 Blue Ridge Road, Hagerstown, MD 21740

Mary Virginia Hoffman Secretary
2121 Blue Ridge Road, Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

2893 2409

70433233

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF: Hoffman's Incorporated, a Maryland corporation, has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this _____ day of _____, 1986.

Attest to Signature
and Corporate Seal:

Secretary

By:

President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 11th day of November, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Paul Hoffman, President of Hoffman's Incorporated, a Maryland corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:

1 July 1990

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 11th day of November, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mary

Virginia Hoffman, who made due oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:

1 July 1990

CITY OF HAGERSTOWN
MARYLAND
21740

313

December 2, 1986

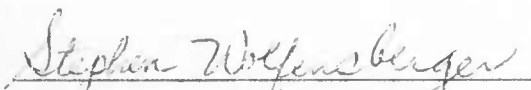
301-790-3200 ext. 153

Meyers & Young, P.A.
P. O. Box 1267
Hagerstown, Maryland 21741-1267

RE: Tax Clearance - Hoffman's Incorporated

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by

Hoffman's Incorporated, 15 North Potomac St.
have been paid to and including fiscal year July 1, 1986 to June 30, 1987. This office has no record of any assessments having ever been made on this corporation.



Stephen Wolfensberger,
Treasurer and Tax Collector
Hagerstown, Maryland

2893 2411

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

November 28, 1986

RE: Hoffman's Incorporated

This is to certify- That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Hoffman's Incorporated

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986. Taxes for the year 1986-1987 are due in the amount of \$ 368.56 by January 15, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 28th day of November, 1986.



Harry C. Snook,
Treasurer for Washington County,
Maryland

mt

DEC 1 1986

2893 2412



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

Dear Sir/Madam:


The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HOFFMAN'S INCORPORATED
have been paid.

WITNESS my hand and official seal this

31st day of December A.D. 1986.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2893 2413

PS-409



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19 A

BUSINESS CODE

COUNTY

11

#

0234682

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

50

Check

Cash

Documents on checks

APPROVED BY:

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

Nancy Bayer

PO BOX 1267

Hagerstown Md

21741-1267

NOTE:

ARTICLES OF DISSOLUTION
OF
HOFFMAN'S, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 18, 1987 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00
5.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221712

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2893 2408

318

ARTICLES OF AMENDMENT
OF
TOP FLIGHT REALTY, INC.

RECEIVED
JAN 1987
01917 4-29812:01

THIS IS TO CERTIFY:

FIRST: WE, THE SUBSCRIBERS, Barrie M. Peterson and Bobby M. Hill, both being citizens of the United States, and both being at least 21 years of age, and both being all of the Stockholders, Directors and/or Corporate Officers of the Top Flight Realty, Inc., do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, associate ourselves with the intention of Amending the Articles of Incorporation of the Corporation, for the promotion and conduct of the purposes and objectives herein stated, by the execution and filing of these Articles of Amendment.

SECOND: The name of the Corporation (which is herein after called the "Corporation") is:

✓ TOP FLIGHT AIRPARK, INC.

THIRD: The purposes for which the Corporation is formed, the powers of the Corporation and the business and objectives to be promoted and carried on by it are as follows:

A. To acquire, own, lease, mortgage, convey or assign in trust, occupy, use, manage, develop, deal in or with, sell or otherwise dispose of any interest in real estate both improved or unimproved.

B. Exercise generally the powers set forth in this charter and those granted by law.

C. Do every other act not inconsistent with law.

FOURTH: The post office address of the principal place of business in the State of Maryland shall be c/o Top Flight Airpark, Route 6, Box 232-B, Showalter Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bobby M. Hill whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and resides at the aforesaid address.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors. The names and post office addresses of the original Directors who act as such until the first annual meeting or until their successors are duly chosen and qualified are:

<u>Names</u>	<u>Addresses</u>
Barrie M. Peterson	1424 Davis Ford Road, Suite 18 Woodbridge, Virginia 22192
David B. Sullivan	Post Office Box 17638 Washington, D.C. 20041
Bobby M. Hill	10917 Whiterim Drive Potomac, Maryland 20854

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one thousand (1,000) shares, without par of a class designated "Common Stock".

IN WITNESS WHEREOF, We, being all of the above named incorporators do hereby set our hands and seals this 15th day of January, 1987.

WITNESS:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/15/87 at 9:42 A.M.

1987 FEB 13 A 9:42

73-4-220

2893 2254

Barrie M. Peterson
BARRIE M. PETERSON

(SEAL)

Bobby M. Hill
BOBBY M. HILL

(SEAL)

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 15th day of January, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Barrie M. Peterson and acknowledged the foregoing Articles of Amendment to be his respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

Eileen P. Yarnes
Notary Public

My commission expires: 2/20/88

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 15th day of January, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bobby M. Hill and acknowledged the foregoing Articles of Amendment to be his respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

Eileen P. Yarnes
Notary Public

My commission expires: 2/20/88

TOP FLIGHT REALTY, INC.

A special meeting of the Board of Directors of Top Flight Realty, Inc. was held on December 24, 1986 in the corporate office situate at Suite 18, 1424 Davis Ford Road, Woodbridge, Prince William County, Virginia 22192. Those present and in person were Barrie M. Peterson and Bobby M. Hill. Mr. Peterson served as Chairman Pro Tem.

Upon motion duly made and seconded, after significant discussion, it was unanimously;

RESOLVED, that the corporation adopt the trade name of Top Flight Airpark, Inc.;

RESOLVED, that the duly elected corporate officers be empowered to conduct the business of the corporation;

RESOLVED, that the following officers are elected and shall serve until their successors are duly elected and appointed:

Chairman, President and C.E.O.	Barrie M. Peterson
Vice President, Secretary/Treasurer	Bobby M. Hill

There being no further business, upon motion duly made and seconded the meeting was unanimously adjourned.

Respectfully submitted,

By: Bobby M. Hill
Bobby M. Hill
Secretary
December 26, 1986



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09-A B

BUSINESS CODE

COUNTY

#

D 2245157

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy ~
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

TOP FLIGHT AIRPARK, INC

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

BOBBY M. HILL

1424 DAVIS FORD ROAD
WOODBRIDGE, VA 22192

TOTAL FEES

US

Check

Cash

Documents on 1 checks

APPROVED BY:

MM

NOTE:

ARTICLES OF AMENDMENT
OF
TOP FLIGHT REALTY, INC.
Changing its name to
TOP FLIGHT AIRPARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 13, 1987 AT 9:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00
5.00

SPECIAL
FEE PAID:

\$

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221682

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2893 2253

ST. JAMES SCHOOL, INCORPORATED
ARTICLES OF AMENDMENTRECORDED
JUN 30 1987
6-25742104

ST. JAMES SCHOOL, INCORPORATED, a Maryland Corporation, having its principal office at St. James, Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Section 3 of the Charter as found in Chapter 465, Acts of 1912, and substituting in lieu thereof, the following:

"Section 3 - The number of Trustess of the Corporation shall be Thirty (30) which number may be increased or decreased purusant to the By-Laws of the Corporation, but shall never be less than Nine (9). The names of the Trustees, who shall act until the next annual meeting or until their successors are duly chosen and qualified are: W. Weir Pollard, III, Mary Stuart Uhl, John E. Owens, William H. Gorman, J. Roger Finn, R.E. Lee, IV, George Dewey, Jr., William W. Wenner, David W.B. Willse

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety "FOURTH (b)" of the Charter as found in Articles of Revival approved by the Department on June 30, 1965 and substituting in lieu thereof, the following:

"FOURTH (b) - The name and post office address of the Resident Agent of the Corporation in the State of Maryland is John H. Urner, 100 W. Washington St. Hag. MD Said Resident Agent is a citizen actually residing in this State.

THIRD: By written informal action, unanimously taken by the Trustee/Members of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Trustees/Members of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, ST. JAMES SCHOOL, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and the Corporate Seal to be hereunder affixed and attested by its Secretary on this 30th day of January, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of ST. JAMES SCHOOL, INCORPORATED, and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ST. JAMES SCHOOL, INCORPORATED

Willard L. ...
Secretary

By Willard L. ...
President

7042321

2891 2383

1987 FEB 11 A 10:37

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2-11/87 at 10:37 A.M.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

323

DOCUMENT CODE

09 B

BUSINESS CODE

COUNTY

#

00355799

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

JOHN H. URNER

100 WEST WASHINGTON ST
HAGERSTOWN, MD 21740

TOTAL
FEES

Check

Cash

Documents on 1 checks

NOTE:

APPROVED BY:

149

2891 2384

ARTICLES OF AMENDMENT
OF
SAINT JAMES SCHOOL, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND February 11, 1987 AT 10:37 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$20.00
5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221628

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2891 2382

2/4/87

2:39 P

KNOLLWOOD MANOR INCORPORATED

Articles of Amendment

RECORD 5.00
6-29P12:04
01987 6-29P12:04

Knollwood Manor Incorporated, a Maryland Corporation, having its principal place of business at Cecil Avenue, Millersville, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessment and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to remove Article Second and substitute in its place and stead the following:

"SECOND: The name of the Corporation (hereinafter called the "Corporation"), is: JHL ENTERPRISES, INC."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Knollwood Manor Incorporated, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 29th day of December, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Knollwood Manor Incorporated, and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

KNOLLWOOD MANOR INCORPORATED

Oliver T. Grahn
Oliver T. Grahn
Secretary

By: John H. Lloyd
John H. Lloyd
President

68 2 d n- 831 1561

70368004

2891 0064



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09A

BUSINESS CODE

COUNTY

D0141572

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL FEES

27

Check

Cash

Documents on checks

APPROVED BY:

A

Name Change

(New Name)

JHL Enterprises, Inc.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

Smith, Somerville + Case
100 Light St.

Ball. Cl 21202-1084

NOTE:

ARTICLES OF AMENDMENT
OF
KNOLLWOOD MANOR, INCORPORATED
CHANGING ITS NAME TO:
JHL ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND February 4, 1987 AT 2:39 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$20.00

5.00

SPECIAL
FEE PAID

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221575

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2891 0063

ARTICLES OF AMENDMENT

MP
Surgical Associates, Drs. Japzon & Hawbaker, P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Surgical Associates, Drs. Japzon & Hawbaker, P.A., a Maryland Professional Service Corporation, having its principal offices at 645 East First Street, Hagerstown, Maryland, at a meeting duly convened and held on January 12, 1987, adopted the following resolutions:

RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"Surgical Associates, Drs. Japzon,
Hawbaker and Scallion, P.A."

RECORD 5.00
B 8824CHCK 5.00
01-87 6-29P12:05

RESOLVED, that it is advisable to amend the Charter of the Corporation by changing the Corporate address as of February 1st, 1987 to 346 Mill Street, Hagerstown, Maryland 21740.

SECOND: That a Proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on January 12, 1987 at 9:00 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

STATE DEPARTMENT OF AGRICULTURE
1987 FEB - 2 A 11:23

70338437

APPROVED

2/2/87

11:23 A

2890 0126

IN WITNESS WHEREOF, Surgical Associates, Drs. Japzon & Hawbaker, P.A. these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 26th day of January 1987.

Surgical Associates, Drs. Japzon & Hawbaker, P.A.

By Francisco G. Japzon
President

Attest:

June Anderson
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 26th day of January, 1987, before me, the subscriber; a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Francisco G. Japzon, President of Surgical Associates, Drs. Japzon & Hawbaker, P.A., a Maryland Profesional Corporation, and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared June Anderson, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and

2890 0127

Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

WITNESS my hand and official Notarial Seal the day and year last above written.


Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

331

DOCUMENT CODE

09-A B

BUSINESS CODE

COUNTY

#

D0468280

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other

		Other
--	--	-------

TOTAL
FEES

20

Check

Cash

Documents on 1 checks

Name Change
(New Name)

SURGICAL ASSOCIATES P/S

JAPZON HAWBAKER AND SCALLION

386 MILL STREET
HAGERSTOWN, MD 21740

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

RICHARD E. MCGRODY, ESQ.

100 WEST WASHINGTON ST.

HAGERSTOWN, MD 21740

NOTE:

APPROVED BY:

MP

2890 0129

ARTICLES OF AMENDMENT

OF

SURGICAL ASSOCIATES DRS. JAPZON & HAWBAKER, P.A.

CHANGING ITS NAME TO:

SURGICAL ASSOCIATES, DRS. JAPZON, HAWBAKER AND SCALLION, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND February 2, 1987 AT 11:23 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221477

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2890 0125

RECEIVED FOR RECORD ON JUNE 29, 1987 at 12:05 P.M.
CORPORATION LIBER 37

SHENANDOAH CONTROLS, INC.
ARTICLES OF AMENDMENT
CHANGING NAME TO
ELECTRICAL INTERNATIONAL, INC.

1987 FEB -2 A 11:24

Shenandoah Controls, Inc., a body corporate of the State of Maryland, having its principal office in Boonsboro, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is: Electrical International, Inc."

RECORD 5.00
ASSESSMENT 5.00
1987 6-29P12:05

SECOND: The Board of Directors of the Corporation, by a written consent to action signed by all the members thereof and filed with the minutes of the proceedings of the Board, adopted a resolution effective as of October 21, 1986, declaring that this amendment to the Articles of Incorporation of the Corporation was advisable, and that the proposed amendment to the Articles of Incorporation be submitted for action thereon by the stockholders of the Corporation.

THIRD: The Articles of Amendment as proposed by the Board of Directors of the Corporation by the method described in Article SECOND above was approved by Unanimous Written Informal Action of the stockholders of the Corporation effective October 21, 1986, there being no non-voting stockholders of the Corporation entitled to receive notice of the Corporate action being taken.

FOURTH: By these Articles of Amendment, paragraph SECOND of the original Articles of Incorporation filed by the Corporation is amended as set forth in paragraph FIRST hereof, and additionally, every and all reference set forth in the original Articles of Incorporation and any subsequent charter documents and corporate By-Laws referring to this Corporation by the name of Shenandoah Controls, Inc. is hereby amended so as to read Electrical International, Inc.

FIFTH: These Articles of Amendment hereinabove set forth have been duly advised by the Board of Directors and duly approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Electrical International, Inc., formerly known as Shenandoah Controls, Inc., has caused these Articles of Amendment to be executed in its name and on its behalf by its duly elected President, attested to by its Secretary, on this 21st day of October, 1986.

ATTEST:

ELECTRICAL INTERNATIONAL, INC.,
formerly known as SHENANDOAH
CONTROLS, INC.

Teresa D. Semler
Teresa D. Semler
Secretary


BY: Randell E. Semler (SEAL)
Randell E. Semler
President

2890 0119

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 27th day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Randell E. Semler, President of Electrical International, Inc., formerly known as Shenandoah Controls, Inc., a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the aforesaid Articles of Amendment to be the true corporate act and deed of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the advisement by the Board of Directors and approval by the stockholders of the Corporation are true.

WITNESS my hand and Notarial Seal affixed the day and year last above written.

A circular notary seal for the State of Maryland, County of Frederick, is partially visible on the left side of the page.
Joseph S. Willey
NOTARY PUBLIC

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

335

DOCUMENT CODE

69-A

BUSINESS CODE

COUNTY

#

D2100790

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 20 Rec. Fee (Amendment)
63 Rec. Fee (Merger or
Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 8 1 Certified Copy 2
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

ELECTRONIC INTERNATIONAL, INC.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED JUL 7 1987
MAIL TO ADDRESS:

JOSEPH S. WELTY, ESQ.

117 WEST PATRICK STREET
FREDERICK, MD 21701

TOTAL
FEES

26
Check

Cash

Documents on 1 checks

APPROVED BY: MP

2890 0121

ARTICLES OF AMENDMENT
OF
SHENANDOAH CONTROLS, INC.
CHANGING ITS NAME TO:
ELECTRICAL INTERNATIONAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND February 2, 1987 AT 11:24 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00
5.00

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221475

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2890 0118

ARTICLES OF AMENDMENT

Hagerstown Industrial Clinic,
Drs. Japzon & Hawbaker, P.A.

RECORD 5.00
8 0825CHCK 5.00
01987 6-29P12:05

mk
THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Industrial Clinic, Drs. Japzon & Hawbaker, P.A., a Maryland Professional Service Corporation, having its principal offices at 645 East First Street, Hagerstown, Maryland, at a meeting duly convened and held on January 12, 1987, adopted the following resolutions:

RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"Hagerstown Industrial Clinic,
Drs. Japzon, Hawbaker and Scallion, P.A."

RESOLVED, that it is advisable to amend the Charter of the Corporation by changing the Corporate address as of February 1st, 1987 to 346 Mill Street,
Hagerstown, Maryland 21740.

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote hereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on January 12, 1987 at 9:30 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

1987 FEB 2 A 11:23

70338432

2889 1808

STATE DEPARTMENT OF AGRICULTURE
AND FORESTRY

11:23 A
2/2/87

IN WITNESS WHEREOF, Hagerstown Industrial Clinic, Drs. Japzon, Hawbaker, P.A., these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 26 day of January, 1987.

Hagerstown Industrial Clinic
Drs. Japzon & Hawbaker, P.A.

By Francisco G. Japzon
President

Attest:

Kathleen King
Secretary

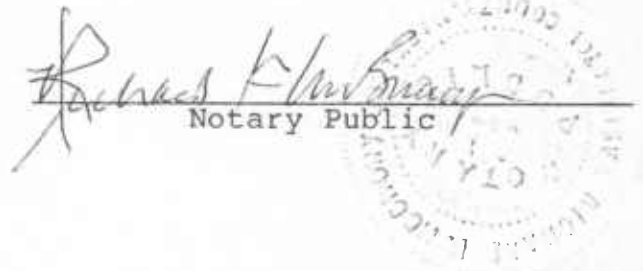
STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 26th day of January, 1987, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Francisco G. Japzon, President of Hagerstown Industrial Clinic, Drs. Japzon & Hawbaker, P.A., a Maryland Professional Corporation, and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Kathleen King, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were

2889 1809

held and action taken as presented in the Articles of Amendment,
the same being true to the best of her information, knowledge
and belief.

WITNESS my hand and official Notarial Seal the day and year
last above written.


Notary Public

My Commission Expires:
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09-A

BUSINESS CODE

COUNTY

#

D1407014

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY:

Name Change

(New Name)

HAGERSTOWN INDUSTRIAL CLINIC, DR JAPZON, HAWKES AND SCALMON, P.A.

344 MCL 3-1885 HAGERSTOWN MD 21740

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

RICHARD F. MCGLOTH, ESQ

100 WEST WASHINGTON STREET

HAGERSTOWN MD 21740

NOTE:

ARTICLES OF AMENDMENT

OF

HAGERSTOWN INDUSTRIAL CLINIC, DRS. JAPZON & HAWBAKER, P.A.

CHANGING IT'S NAME TO:

HAGERSTOWN INDUSTRIAL CLINIC, DRS. JAPZON, HAWBAKER AND SCALLION, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND February 2, 1987 AT 11:23 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____

\$ _____ 20 _____
5.

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 221369

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2889 1807

RECEIVED FOR RECORD ON JUNE 29, 1987 at
12:06 P.M. CORPORATION LIBER 37

FOR RECORD

1-29-87 at 9:38 A.M.

1987 JAN 29 A 9:38.
CMC ASSOCIATES, INC.

Articles of Dissolution

RECORD 5.00
5-58270000 5.00
01937 5-25912:06

- First : The name of the corporation is CMC Associates, Inc.
- Second : The address of the principal office of the corporation is Rt.1, Box 157-E, Trego Mountain Road, Keedysville, MD 21756.
- Third : The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up is Craig M. Camp of Rt.1, Box 157-E, Trego Mountain Road, Keedysville, MD 21756.
- Fourth : The name and address of each of the directors is as follows :

<u>Name</u>	<u>Address</u>
Craig M. Camp	Rt.1, Box 157-E Trego Mountain Road Keedysville, MD 21756

- Fifth : The name, title, and post office address of each of the officers is as follows :

<u>Name</u>	<u>Title</u>	<u>Address</u>
Craig M. Camp	President	Rt.1, Box 157-E Trego Mountain Road Keedysville, MD 21756
Victor H. Westhall	Secretary	8416 Thornberry Dr. W. Upper Marlboro, MD 20772
Barbara Camp	Treasurer	Rt.1, Box 157-E Trego Mountain Road Keedysville, MD 21756

- Sixth : The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.

70298197

2888 1987

Seventh : The corporation has no known creditors.

Eighth : The corporation is hereby dissolved.

Ninth : The dissolution of the corporation will become effective as of the date accepted by the Department of Assessments and Taxation, which is before the annual organization meeting.

Tenth : These Articles of Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

The undersigned (president, vice president, secretary or assistant secretary) certify under the penalties of perjury that to the best of our knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

ATTEST :

Victor H. Westhall

Secretary of the Corporation

Craig M. Camp

President of the Corporation

Date : December 30, 1986

Revised as of : Jan. 26, 1987

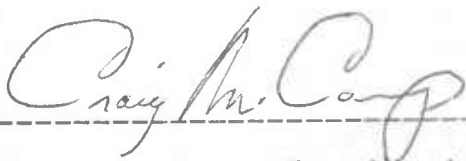
2888 1988

CMC ASSOCIATES, INC.

Affidavit for Personal Property

The undersigned, an officer of the corporation, does hereby certify that the corporation, CMC Associates Inc., owned no personal property in Maryland as of January 1, 1987.

ATTEST :



Craig M. Camp, President

Date : January 26, 1987

2888 1989



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

CMC ASSOCIATES, INC.
have been paid.

WITNESS my hand and official seal this

22nd day of December A.D. 1986.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

COUNTY

71

#

1983444

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE . AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

50

Check

Cash

Documents on checks

Code

ATTENTION:

MAIL TO ADDRESS:

Craig M. Camp
Rt 1, Box 154-E
Trego Mountain Rd
Kiddysville, MD 21756

NOTE:

APPROVED BY:

ARTICLES OF DISSOLUTION
OF
CMC ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 29, 1987 AT 9:38 O'CLOCK a.m. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 221363

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2888 1986

1/29/87

10:08

1987 JAN 29 A 10:08
ARTICLES OF AMENDMENT
FOR
HICKS, INC.

1987 JAN 16 P 12:30

Pursuant to Section Two, Subtitle 6, Corporations and Associations Articles, Annotated Code of Maryland, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

RECORD 5.00
E 68200000 5.00
01-87 6-29P12:06

FIRST: The name of the corporation is HICKS, INC.

SECOND: The following amendments to the articles of incorporation were advised by the directors and approved by all of the stockholders of the corporation on January , 1987, in the manner prescribed by the laws of the State of Maryland, and the Articles of Incorporation:

RESOLVED that Article Second of the original Articles of Incorporation be changed to add to the name "(A Close Corporation)".

RESOLVED FURTHER that Article Sixth of the original Articles of Incorporation be changed to read: "The corporation, being a close corporation, shall still retain a Board of Directors."

THIRD: Six hundred shares of the capital stock of the corporation are now outstanding, all of which are held by the following named individuals:

Name	Address	No. Shares
Gary Hicks	Main Street Rohrersville, MD 21799	275
Harold Hicks	3368 Point of Rocks Rd. Jefferson, MD 21755	225
Randy M. Hicks	109 Water Street Thurmont, MD 21788	100

Said stockholders, by their signatures hereto annexed, do hereby ratify and approve these amendments.

Executed by the undersigned corporation, Hicks, Inc. at
Brunswick, Maryland on this 8th day of January, 1987.

HICKS, INC.

By Gary Hicks
Gary Hicks, President

ATTEST:
By Betty Lou Hicks
Betty Lou Hicks, Secretary

The undersigned, Gary Hicks, president of the corporation, hereby states and affirms that he did preside over the meeting of the board of directors and stockholders at which this amendment was approved and further states and affirms that the matters and facts set forth in these Articles of Amendment with respect to such authorization and approval are true and correct.

Gary Hicks
Gary Hicks, President and
Presiding Chairman

STATE OF MARYLAND, COUNTY OF FREDERICK: TO-WIT:

On this 8th day of January, 1987, before me, the undersigned officer, personally appeared Gary Hicks, who acknowledged himself to be the President of Hicks, Inc., as such officer, and being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

In witness whereof I hereunto set my hand and official seal.



William E. Sauser
Notary Public
My Commission Expires: 7/1/90



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

Sauser & Blair
320 W. Potomac St
Brunswick, Md
21716

TOTAL FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

PCM

ARTICLES OF AMENDMENT
OF
HICKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1987

AT

10:08 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221359

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2889 2093

SHARRETT, INC. 12/30/86

1986 DEC 30 P 3:20

ARTICLES OF AMENDMENT

SHARRETT, INC., a Maryland corporation, having its principal office in Hagerstown, Maryland, hereinafter designated the "Corporation", hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out Article Sixth in its entirety and substituting in lieu thereof:

"SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares, divided into Two Thousand Five Hundred (2,500) shares of Voting Common Stock of the par value of One Hundred Dollars (\$100.00) per share, having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00) and Five Thousand (5,000) shares of Non-voting Common Stock of a par value of One Hundred Dollars (\$100.00), having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00); all classes of stock having a total aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000.00).

"There shall be no distinction between the Voting Common Stock and the Non-voting Common Stock except that the holders of the Voting Common Stock shall exclusively possess the voting power for the election of Directors and for all other purposes, and the holders of the Non-voting Common Stock shall have no voting power, except as otherwise provided by law, nor be entitled to receive notice of any meeting of the stockholders."

SECOND: The Board of Directors of the Corporation, on the 29th day of December, 1986, by written consent signed by each member and filed with the minutes of the Board's proceedings, adopted resolutions in which were set forth the

70308167

2889 1735
2885 0214

foregoing amendments to the Articles of Incorporation, declaring that the said amendments of the Articles of Incorporation were advisable and directing that they be submitted for action thereon to the stockholders of the Corporation.

THIRD: On December 29th, 1986, the stockholders of the Corporation adopted a resolution in which was set forth the foregoing amendments to the Charter, approving and adopting the amendments contained therein by the vote required by law.

FOURTH: The Articles of Amendment as hereinabove set forth have been advised by the Board of Directors and approved by the stockholders of the Corporation, all in conformity with the Maryland General Corporation Law.

FIFTH: Immediately before the foregoing Amendment to Article Sixth of the Corporation's Articles of Incorporation contained in Article First hereof, the total number of shares of stock of all classes which the Corporation had authority to issue was Seven Thousand Five Hundred (7,500) shares, having an aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000.00) divided into Two Thousand Five Hundred (2,500) shares of six percent (6%) non-cumulative preferred stock of a par value of One Hundred Dollars (\$100.00) a share, having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00) and Two Thousand Five Hundred (2,500) shares of six percent (6%)

2889 0215
2889 1796


cumulative preferred stock of a par value of One Hundred Dollars (\$100.00) a share having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00) and Two Thousand Five Hundred (2,500) shares of voting common stock of the par value of One Hundred Dollars (\$100.00) per share, having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00). The total number of shares of the authorized capital stock as decreased is set forth in Article First hereof.

IN WITNESS WHEREOF, SHARRETT, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 29th day of December, 1986.

Under the penalties for perjury, to the best of my knowledge, information and belief, the matters and facts set forth above with respect to authorization and approval are true in all material respects.

ATTEST:

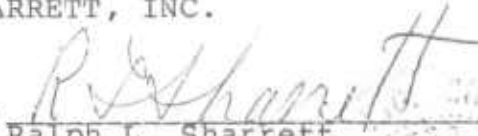
By:


Paul C. Perryman
Assistant Secretary

C2

SHARRETT, INC.

By:


Ralph L. Sharrett
President





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

355

DOCUMENT CODE

09

BUSINESS CODE

03

COUNTY

#

0195537

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

Ridgely, Hanley
att: Courtney Michel
400 Allegheny Ave
Towson Md 21204

TOTAL
FEES

20

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

2889 1798

2889 0217

ARTICLES OF AMENDMENT
OF
SHARRETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 30, 1986 AT 3:20 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID:

\$ _____

\$ 20.00
5.00

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221343

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. ~~2889 1794~~ 2889 1794

RECORD 5.00
B 4830CHOK 5.00
01987 6-29P12:061987 JAN 29 P 3:52P
KNOLLWOOD MANOR INCORPORATED

Articles of Sale and Transfer

ARTICLES OF SALE AND TRANSFER entered into this 30th day of December, 1986, by and between Knollwood Manor, Incorporated, a Maryland Corporation (hereinafter sometime referred to as the "Transferor"), and Knollwood Manor Nursing Home, Inc., a Delaware Corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address, and principal place of business of transferee are: Knollwood Manor Nursing Home, Inc., P.O. Box 8, Millersville, Maryland 21108.

THIRD: The name and state of incorporation of each party to these Articles of Sale and Transfer are as follows:

Transferor is Knollwood Manor, Incorporated, a Corporation organized under the laws of the State of Maryland.

Transferee is Knollwood Manor Nursing Home, Inc., a Corporation organized under the general laws of the State of Delaware.

Transferee was incorporated on December 10, 1986, under the general laws of the State of Delaware and qualified to do business as a foreign corporation in this state on December 12, 1986.

FOURTH: The nature and amount of consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein is One Hundred Twenty Five Thousand Dollars (\$125,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as at December 24, 1986 which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in Anne Arundel County, State of Maryland. The only county in which

70308041

2889 0293

Transferor owns/^{no} property, the title to which could be effected by the recording of an instrument among the Land Records, is Anne Arundel County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Anne Arundel County. Transferee owns no property in this state. Its Resident Agent is U.S. Corporation Co., 300 E. Lombard St., Balto., Md. 21202 and its principal office in Delaware is located at 229 S. State St., Dover, Del. 19901.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal actions signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be effective pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Delaware under which Transferee was organized by the unanimous written approval by its Board of Directors.

NINTH: The Transferee assumes no liabilities of the Transferor except as specifically provided in the Agreement.

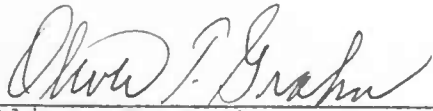
TENTH: These Articles of Sale and Transfer executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Delaware Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Knollwood Manor, Incorporated and Knollwood Manor Nursing Home, Inc., the parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf

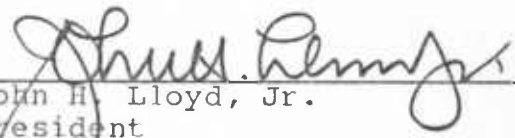
of each corporation party to these Articles of Sale and Transfer by its President or Vice president and attested by the Secretary or an Assistant Secretary, as of this 30th day of December, 1986.

ATTEST:

KNOLLWOOD MANOR INCORPORATED



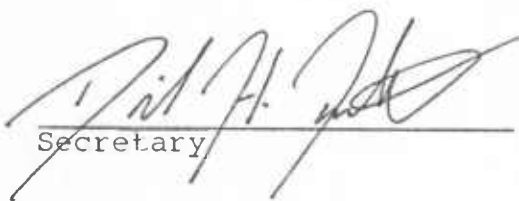
Oliver T. Grahn
Secretary

By: 

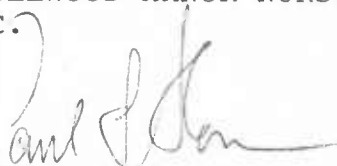
John H. Lloyd, Jr.
President

ATTEST:

KNOLLWOOD MANOR NURSING HOME,
INC.

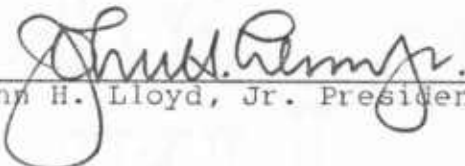


Secretary

By: 

Paul L. Sloan
Vice-President

THE UNDERSIGNED, President of Knollwood Manor, Incorporated who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



John H. Lloyd, Jr. President

THE UNDERSIGNED, Vice-President of Knollwood Manor Nursing Home, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to

2889 0295

be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Paul L. Sloan
Vice-President

2889 0296



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

361

DOCUMENT CODE 12 B BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging

(Transferor) Knollwood ManorIncorporated120141572

Surviving

(Transferee) KnollwoodManor Nursing Home,
Inc (del)F# not assigned yet

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES

30☒ Check ☐ Cash

Documents on _____ checks

APPROVED BY: [Signature]

Name Change

(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

James Baker
Smith, Somerville
100 Light St
Balt, Md 21222-1084NOTE: JE B auth delet

288 0297

ARTICLES OF SALE AND TRANSFER

BETWEEN

KNOLLWOOD MANOR, INCORPORATED (A MD CORP.) TRANSFEROR

AND

KNOLLWOOD MANOR NURSING HOME, INC. (A DE CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1987

AT

3:52 O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221333

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2889 0292

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF REVIVAL

FOR

JAMES J. HARBELL, INC.

[Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation]

RECORDS 5.00
ASSISTANT 5.00
01987 6-29-13:57

FIRST: The name of the corporation at the time the charter was forfeited was

JAMES J. HARBELL, INC.

SECOND: The name which the corporation will use after revival is

JAMES J. HARBELL, INC.

THIRD: The address of the principal office in this state is

18 WEST ANTIETAM STREET

HAGERSTOWN, MARYLAND

FOURTH: The name and address of the resident agent is

JAMES J. HARBELL, SR.

775 POINT SALEM ROAD

HAGERSTOWN, MARYLAND

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

70298191

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

- A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

James J. Hubbell, Jr.
Last Acting President/Vice President

William A. Hubbell
Last Acting Secretary/Treasurer

[Use if A cannot be signed/acknowledged]

- B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

[Use if A and B cannot be signed/acknowledged]

- C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, James J. Harbell, Sr. of James J. Harbell, Inc.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

James J. Harbell, Sr.
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on January 7 1987 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for


Washington County personally appeared
(insert name or county for which notary is appointed)

James J. Harbell, Sr. and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal.

As witness my hand and notarial seal.


(Signature of notary public)

My Commission expires 7/1/80 .



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18

BUSINESS CODE

03

COUNTY

71

19 P.A. Religious Close ✓ Stock Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 20 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 30 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUL 7 1987
MAIL TO ADDRESS:

James O. Herbell Jr
775 Point Salem Rd
Hagerstown, Md

TOTAL
FEES

50

Check

Cash

Documents on checks

APPROVED BY:

20

ARTICLES OF REVIVAL
OF
JAMES J. HARBELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 29, 1987 AT 10:00 O'CLOCK a.m. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 221300

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2888 1936

368

THE OLD SOUTH MOUNTAIN INN, INC.
 1987 JAN 27 A 9:15
 ARTICLES OF AMENDMENT

RECORD
 8 683204CK
 01987 6-29P 12:07

CONTAINING ELECTION TO BECOME A CLOSE CORPORATION

-27-87 9:15A
 THE OLD SOUTH MOUNTAIN INN, INC., a Maryland corporation having its principal offices at Route 40-A, Boonsboro, Washington County, Maryland 21713 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article EIGHTH and by substituting in lieu thereof, the following:

"EIGHTH: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland."

SECOND: The Charter of the Corporation is amended by striking in its entirety Article SIXTH and by substituting in lieu thereof the following:

"SIXTH: The number of Directors of the Corporation shall be three (3), which number which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that, so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The names of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: Russell L. Schwartz and Judy M. Schwartz."

70278071

2888 0490

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 40-A, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation of Maryland is Russell L. Schwartz, Route 40-A, Boonsboro, Maryland 21713. Said resident agent is an individual actually residing in Maryland."

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, THE OLD SOUTH MOUNTAIN INN, INC. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 20th day of JANUARY, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of THE OLD SOUTH MOUNTAIN INN, INC., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization

and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

THE OLD SOUTH MOUNTAIN INN, INC.

Judy M. Schwartz
Judy M. Schwartz
Secretary

BY: Russell L. Schwartz
Russell L. Schwartz
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 20 day of January, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell L. Schwartz, President of The Old South Mountain Inn, Inc., and did acknowledge the foregoing Articles of Amendment to be the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.

Robert M. Mini
Notary Public

My Commission Expires:
July 1, 1990



2888 0492



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

371

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

The Old South Mountain Inn, the
Rt 40-A
Boonsboro MD 21713

TOTAL FEES

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

2888 0493

ARTICLES OF AMENDMENT
OF
THE OLD SOUTH MOUNTAIN INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 27, 1987 AT 9:15 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 221289

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2888 0489

COTTON ART, INC.

ARTICLES OF AMENDMENT

1-27-87

11:00a

1987 JAN 27 A 11:00

Cotton Art, Inc., a Maryland Corporation, having its principal office at P.O. Box 436 Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph FIFTH of said Articles of Incorporation and inserting in lieu thereof the following:

"FIFTH: The total number of shares of stock which the Corporation shall have the authority to issue is one hundred thousand (100,000.00) shares of No Par Value." .

SECOND: The Board of Directors of the Corporation, by a written consent to action signed by all the members thereof and filed with the minutes of the proceedings of the Board, adopted a resolution effective as of January 9, 1987, declaring that these amendments to the Articles of Incorporation of the Corporation were advisable, and that the proposed amendments to the Articles of Incorporation be submitted for action thereon by the stockholders of the Corporation.

IN WITNESS WHEREOF, Cotton Art, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 9th day

RECORDED
5 483608X 5.00
61987 6-19P12:07 5.00

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

1987 1000

of January, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Cotton Art, Inc., Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:	COTTON ART, INC.
<u>Laura Woolcock</u> Laura Woolcock Secretary	BY: <u>James McLeod</u> James McLeod President

CORPORATE SEAL:

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I hereby certify that on this 15th day of January, 1987, before me, the subscribed, a Notary Public, in and for the State and County aforesaid, personally appeared, James McLeod, President of Cotton Art, Inc., a Maryland Corporation, and in the name and on the behalf of the Corporation acknowledged the aforesaid Articles of Amendment to be the true corporate act and deed of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the advisement by the Board of Directors and approval by the stockholders of the Corporation are true.

WITNESS my hand and Notarial Seal affixed the day and year last above written.

Lou J. Thomas
Notary Public



My Commission Expires: July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

375

DOCUMENT CODE

09 D

BUSINESS CODE

03

COUNTY

#

A 20169722

P.A.

Religious

Close

✓ Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	280	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 7 1987

MAIL TO ADDRESS:

George Snyder
28 Jonathan St
Hagerstown, MD

21740

TOTAL
FEES

300

Check

Cash

Documents on checks

APPROVED BY:

JS

NOTE:

ARTICLES OF AMENDMENT
OF
COTTON ART, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 27, 1987 AT 11:00 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 280

RECORDING
FEE PAID:

\$ 20
5.00

SPECIAL
FEE PAID:

\$

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 221283

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2887 1582

RECEIVED FOR RECORD ON JUNE 29, 1987 at 12:08 P.M.
CORPORATION LIBER 37

APPROVED FOR RECORD

377

1/27/87 at 12:55 P.M.

HAGERSTOWN NEWS DISTRIBUTORS, INC.

ARTICLES OF AMENDMENT

HAGERSTOWN NEWS DISTRIBUTORS, INC., a Maryland corporation, having its principal office in Washington County, State of Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article FIFTH and inserting the following language in lieu thereof:

FIFTH: The total number of shares of all classes of stock which the Corporation has authority to issue is two thousand (2,000), consisting of four hundred (400) shares of Class A Voting Common Stock, par value One Dollar (\$1.00) per share, and one thousand six hundred (1,600) shares of Class B Non-Voting Common Stock, par value One Dollar (\$1.00) per share. The aggregate par value of all shares of all classes of stock which the Corporation has authority to issue is Two Thousand Dollars (\$2,000.00).

RECORD 5.00
B 6834CHCK 5.00
01987 6-29P12:08

1987 JAN 27 P 12:55

The following is a description of each class of stock of the Corporation, including the preferences, conversion and other rights, voting powers, qualifications, limitations as to dividends, restrictions and terms and conditions of redemption, in respect of each class:

A. Voting. The holders of Class A Voting Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors. The holders of the Class B Non-Voting Common Stock shall have no voting power whatsoever, and no holder of Class B Non-Voting Common Stock shall be entitled to vote or otherwise participate in any proceedings in which actions shall be taken by the stockholders of the Corporation or be entitled to notice of any meeting of the stockholders of the Corporation.

701273003

2887 1363

B. Other Rights. Except as provided with respect to voting rights in paragraph A above, each share of Class A Voting Common Stock and each share of Class B Non-Voting Common Stock (all such shares are hereafter collectively referred to as the "Stock") issued and outstanding from time to time shall be identical in all respects, and no dividend shall be paid on any shares of Stock unless the same dividend is paid on all shares of Stock outstanding at the time of such payment.

SECOND: The Charter of the Corporation is hereby amended by inserting the following language as a new Article SEVENTH, Paragraph (f):

(f) Except as may otherwise be provided by the Board of Directors, no holder of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

THIRD: The recapitalization of the Corporation effected by these Articles of Amendment shall be implemented in the following manner. Upon the filing of these Articles of Amendment by the Maryland State Department of Assessments and Taxation (hereinafter, the "Effective Date"), each share of Common Stock of the Corporation outstanding on such date shall be automatically converted into 0.8584 shares of Class A Voting Common Stock and 3.4336 shares of Class B Non-Voting Common

Stock, with fractional shares of stock to be issued to any particular stockholder in the recapitalization being rounded to the nearest whole number of shares. As a result of the recapitalization, each holder of two hundred and thirty-three (233) shares of Common Stock issued prior to the recapitalization shall be entitled to two hundred (200) shares of Class A Voting Common Stock and four hundred (400) shares of Class B Non-Voting Common Stock. After the Effective Date, upon the surrender of each certificate representing shares of Common Stock of the Corporation issued prior to the recapitalization, the Corporation will issue certificates representing the number of shares of Class A Voting Common Stock and of Class B Non-Voting Common Stock into which the shares of Common Stock were converted in the recapitalization.

FOURTH: By joint unanimous written consent of all Directors and Stockholders of the Corporation dated as of January 16, 1986, taken pursuant to Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors and Stockholders of the Corporation advised, approved and adopted the foregoing amendments.

FIFTH: Immediately prior to the foregoing amendments to the Charter of the Corporation, the Corporation had authority to issue two thousand (2,000) shares of stock, par value One Hundred Dollars (\$100.00) per share, with an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00), all of one class.

SIXTH: Immediately following the foregoing amendment to the Charter of the Corporation, the Corporation had authority to issue two thousand (2,000) shares of common stock, par value One Dollar (\$1.00) per share, with an aggregate par value of Two Thousand Dollars (\$2,000.00), consisting of (i) four hundred (400) shares of Class A Voting Stock, par value One Dollar (\$1.00) per share, with an aggregate par value of Four Hundred Dollars (\$400.00) and (ii) one thousand six hundred shares (1,600) of Class B Non-Voting Common Stock, par value One Dollar (\$1.00) per share, with an aggregate par value of One Thousand Six Hundred Dollars (\$1,600.00).

IN WITNESS WHEREOF, HAGERSTOWN NEWS DISTRIBUTORS, INC. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 16th day of January, 1987, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

HAGERSTOWN NEWS DISTRIBUTORS,
INC.

Brigitte E. Greenwald
Brigitte E. Greenwald,
Secretary

By: Melvin C. Greenwald (SEAL)
Melvin C. Greenwald,
President

006/H56601.DOC



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

381

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

D0937953

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61' Rec. Fee (Arts. of Inc.)
62 20 Rec. Fee (Amendment)
63 Rec. Fee (Merger or
Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 10 1 Certified Copy 4
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited
Partnership
85 Termination of Limited
Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation
Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED JUL 7 1987
Gebhardt - Smith
World Trade Center
B.H.I. 21202

TOTAL
FEES

30

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

A

2887 1167

ARTICLES OF AMENDMENT
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 27, 1987 AT 12:55 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00
5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221209

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2887 1362

SOUTH TRUCK RENTAL, INC.

RECORDED
5.00
5.00
5.00
01987 6-29P12:09

ARTICLES OF VOLUNTARY DISSOLUTION

South Truck Rental, Inc., a Maryland Corporation, having its principal place of business in Washington County, Maryland (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 2100 Hillandale Road, Hagerstown, MD 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution and until the affairs are wound up are: Dorothy M. Wantz, 2100 Hillandale Road, Hagerstown, MD 21740.

FOURTH: The name and address of each director of the Corporation are as follows:

Dorothy M. Wantz
2100 Hillandale Road
Hagerstown, MD 21740

Sondra M. Riser
3 Granada Lane
Hagerstown, MD 21740

Pamela L. Myers
2412 Eden Drive
Hagerstown, MD 21740

FIFTH: The name and title and address of each officer of the Corporation are as follows:

Dorothy M. Wantz
President
2100 Hillandale Road
Hagerstown, MD 21740

Sondra M. Riser
Secretary
3 Granada Lane
Hagerstown, MD 21740

70638183

2857 0799

Dorothy M. Wantz
 Treasurer
 2100 Hillandale Road
 Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Articles of the Annotated Code of Maryland, stating that all taxes not barred by limitation which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of said Certificates.

IN WITNESS WHEREOF, SOUTH TRUCK RENTAL, INC., has caused these presents to be signed in its name and on its behalf by its President, under seal, this 21st day of July, 1986, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of South Truck Rental, Inc., and, under the penalty of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

SOUTH TRUCK RENTAL, INC.

Sondra M. Riser
 Sondra M. Riser, Secretary

BY: Dorothy M. Wantz (SEAL)
 Dorothy M. Wantz, President

2857 0800

2886 2249



STATE OF MARYLAND
 COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P.O. BOX 466 PHONE (301)-269-3814
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ, C.P.A.
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

SOUTH TRUCK RENTAL, INC.

have been paid.

WITNESS my hand and official seal this

1st day of October A.D. 19 86

Cathia A. Meek
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

21E

2886 2200



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

COUNTY

71

#19 0200154

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	30	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES

50

✓ Check

Cash

Documents on checks

APPROVED BY:

MAILED JUL 7 1981

MAIL TO ADDRESS:

William Wantz
123 W. Wash. St.
Hagerstown, Md

21740

NOTE:

ARTICLES OF DISSOLUTION
OF
SOUTH TRUCK RENTAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 22, 1987 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00
5.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221185

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2886 2247

338

WAYNE REALTY CO., INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 15th day of December, 1986, by and between Wayne Realty Co., Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Getty Petroleum Corp., a Delaware corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Getty Petroleum Corp., 175 Sunnyside Blvd., Plainview, New York 11803.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Wayne Realty Co., Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Getty Petroleum Corp., a corporation organized under the general laws of the State of Delaware.

Transferee was incorporated on the 17th day of May 1971, under the general laws of the State of Delaware and qualified to do business as a foreign corporation in this State on the 24th day of August, 1984.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred

70278200

70278200

See 1317

to it as set forth in Article NINTH herein, is One Hundred Forty Five Thousand (\$145,000.00) Dollars to be paid to Transferor in accordance with the terms and conditions set forth in a contract of sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated December 22, 1986, [REDACTED]

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Frederick County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 32 South Street, Baltimore, Maryland 21202

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of

2886 1318

the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Delaware under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of One Hundred Forty Five Thousand (\$145,000.00) Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns.

All that lot or parcel of land situate, lying and being in the Emmitsburg Election District, Frederick County, Maryland own by the Transferor, and more particularly described in the Agreement between the Transferee and Transferor, incorporated by reference herein.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, and Maryland corporation, and Transferee, a Delaware corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

2006 1319

IN WITNESS WHEREOF, Wayne Realty Co., Inc. and Getty Petroleum Corp., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 15th day of December, 1986.

ATTEST:

WAYNE REALTY CO., INC.

Lucille Witherspoon
Lucille Witherspoon
Secretary

BY: R. C. Witherspoon
R. C. Witherspoon
President

ATTEST:

GETTY PETROLEUM CORP.

Randi Young
Assistant Secretary

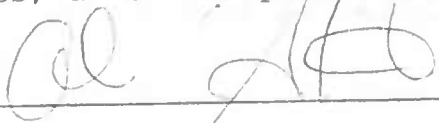
BY: [Signature]
Sr Vice President

THE UNDERSIGNED, President of Wayne Realty Co., Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

R. C. Witherspoon
R. C. Witherspoon
President

1986 1722

THE UNDERSIGNED, Vice President of Getty Petroleum Corp., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



52 Vice President



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

393

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

~~Merging~~
(Transferor)Wayne Realty Co., Inc.
DO2220349~~Surviving~~

(Transferee)

Lilly Petroleum Corp.
A De. Corp

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>24</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>Frederick County</u>
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	<u>478.50</u>	Recordation Tax
22	<u>725.10</u>	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES1231.50

Check

Cash

1 Documents on 3 checksAPPROVED BY: OK

Name Change

(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUL 7 1981

MAIL TO ADDRESS: _____

Henry S. Maxwell Esq.
Wayne Building
921 West Main St.
Waynesboro, PA 17268-1591

NOTE: _____

2986 1322

ARTICLES OF SALE AND TRANSFER
BETWEEN
WAYNE REALTY CO., INC. (A MD. CORP.)-TRANSFEROR
AND
GETTY PETROLEUM CORP. (A DE. CORP.)-TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND January 27, 1987 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____
Certificate to Frederick Co.

\$ 24
4.00
\$ 28.00 Total

\$ _____

6.00

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221183

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2886 1313

SMITH, SOMERVILLE & CASE

ATTORNEYS AT LAW

100 LIGHT STREET

BALTIMORE, MARYLAND 21202-1084

TELEPHONE (301) 727-1164

CABLE ADDRESS "CLARKLAW" • TELEX 908068

PHILLIPS L. GOLDSBOROUGH III
ALFRED M. PORTH
M. KING HILL JR.
JOHN H. BOLGIANO
JEFFREY B. SMITH
GLENN C. PARKER
JOSEPH M. ROULHAC
ROBERT E. POWELL
ROBERT E. CADIGAN
ROBERT J. CARSON
THEODORE B. CORNBLETT
DOUGLAS G. WOPALL
BARBARA ANN SPICER
JOHN G. PRENDERGAST JR.
DAVID BIELAWSKI
BARRY BACH

KENNETH C. LUNDEEN
HOWARD G. GOLDBERG
GARY F. FLORENCE
TERRENCE M. FINN
MICHAEL JAMES KELLY
A. GWYNNE BOWIE JR.
RONALD G. DAWSON
S. WOODS BENNETT
DONALD J. MCCARTNEY
DOUGLAS B. SCHOETTINGER
JOHN R. PENHALLEGON
JOHN J. BOYO JR.
JAMES E. BAKER, JR.
JEFFREY J. PLUM
PATRICK M. PIKE

CLATER W. SMITH
(1901-1980)

WM. B. SOMERVILLE
(1916-1983)

RICHARD W. CASE
(1918-1984)

MARK T. MIXER
STEPHEN R. LOHMAN
MICHAEL J. BAXTER
MICHAEL J. JACK
DANNY B. O'CONNOR
PATTI G. ZIMMERMAN
MAUREEN J. CARP
JEFFREY C. HERWIG
RALPH L. ARNSDOFF
RAYMOND G. MULLAOKY JR.
JOSEPH M. JAGIELSKI
STEVEN G. HULL
CHRISTOPHER J. HEFFERNAN
WILLIAM R. VAN WAMBEKE
DEBORAH K. SOBIESKI
PATRICIA M. LAMBERT
CATHERINE A. POTTHAST
MARGARET M. MCKEE
ROBERT L. HUMPHREYS JR.
MYKEL HITSSELBERGER

SUSAN M. CARRIER
DARYL J. SIOLE
MICHAEL H. DAVIS
CONNIE E. WILLIAMS
EDWARD J. BROWN
MARC H. BURNS
THOMAS C. CARDARO
CHERYL O'DONNELL GUTH
JOSEPH M. KOLAR
BRIAN S. JABLON
C. ROBERT LOSKOT
RICHARD J. O'CONNOR
CRAIG F. BALLEW
DOUGLAS N. SILBER
BAPRY K. DOWNEY
GREGORY J. PSORAS
PATRICK A. ROBERSON
KATHRYN L. GRILL
THOMAS A. MONTMINY

*ALSO MEMBER OF DISTRICT OF COLUMBIA BAR
†MEMBER OF DISTRICT OF COLUMBIA BAR ONLY

January 28, 1987

ANNAPOLIS OFFICE
7 KING CHARLES PLACE, ANNAPOLIS, MARYLAND 21401-2622
TELEPHONE 269-1164, 267-9712

TOWSON OFFICE
40 WEST CHESAPEAKE AVENUE
LAFAYETTE BUILDING, SUITE 200
TOWSON, MARYLAND 21204-4826
TELEPHONE (301) 583-5343

HAND DELIVERED

State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: Knollwood Manor, Incorporated

Gentlemen:

Please find enclosed for filing a Secretary's Certificate which effects a change in the principal office and resident agent of said corporation. Please find enclosed this firm's draft in the amount of \$11.00 in satisfaction of the applicable recordation and filing fee.

Very truly yours,

James E. Baker, Jr.

JEB,Jr/bsm
Enclosures

1/29/87
Sales TRAS

VOID
6-29-11-87

[Signature]

[Signature]

RECORD
RECORD
3-21-87
1-29-12-87

2889 1726

SECRETARY'S CERTIFICATE

The undersigned, Oliver T. Grahn, Corporate Secretary of Knollwood Manor, Incorporated, a Maryland corporation, hereby certifies that attached hereto is a true, correct and complete copy of Resolutions adopted by the unanimous written consent of the Board of Directors of Knollwood Manor, Incorporated on December 29, 1986.

Dated:

Dec 30, 1986

Oliver T. Grahn, Secretary

1987 FEB -2 P 3:18

2889 1727

KNOLLWOOD MANOR, INCORPORATED

Informal Action of the Board of Directors

December 29 , 1986

The undersigned, constituting all of the Directors of Knollwood Manor, Incorporated, a Maryland Corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 2-408(c) of the Corporation and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

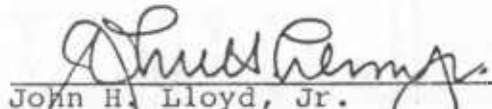
RESOLVED: The post office address of the principal office of the Corporation in the State of Maryland is hereby changed to Route 3, Box 390, Boonsboro, Maryland 21713.


RESOLVED: The resident agent of the Corporation in the State of Maryland is hereby changed to John H. Lloyd, Jr. and his mailing address is Route 3, Box 390, Boonsboro, Maryland 21713. Said resident agent is an individual residing in the State of Maryland.

RESOLVED: A certified copy of these resolutions shall be filed with the State Department of Assessments and Taxation of Maryland by the appropriate officer of the Corporation.

WITNESS the execution hereof the day and year first above written.

BOARD OF DIRECTORS


John H. Lloyd, Jr.


Oliver T. Grahn


Anne M. Duhamel

70348004

2889 1728

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

KNOLLWOOD MANOR, INCORPORATED

received for record February 2, 1987

, at 3:18 P.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 25551

Special Fee Paid	\$5.00
Recording Fee Paid	\$6.00
Total	<u>\$11.00</u>

MAILED JUL 7 1987

Return to: SMITH, COMERVILLE & CASE
100 Light Street
Baltimore, Maryland 21202

rc

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:01 P.M. CORPORATON LIBER 37

RECORD .50
 3 8824CHCK .50
 01987 7-16P12:01

CERTIFICATE OF ARTICLES OF MERGER

CLERK OF THE CIRCUIT COURT
 Washington County
 Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____

BOARD OF EDUCATION OF THE BALTIMORE ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH, INC.
 (A MD CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is
THE BALTIMORE ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH, INC. (A MD CORP.) SURVIVOR

3) The Articles were accepted for record on 3/12/87, at 9:16 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 18TH day of MARCH, 1987.



PAUL B. ANDERSON
 Assistant Corporate Administrator

2899 2822

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:01 P.M. CORPORATION LIBER 37

RECORD .50
RECORD .75
B 8825CHCK 1.25
01987 7-16P12:01

CERTIFICATE OF CHANGE OF RESIDENT AGENT,
OF

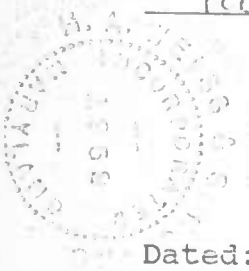
H. A. WEISS & SONS, INC.

RESOLUTIONS OF DIRECTORS

RESOLVED: That the Resident Agent of the Corporation is hereby changed to Donna Rae Young, and the Address of the Resident Agent of the Corporation is hereby changed to P.O. Box 309, Hagerstown, Maryland 21741. Said Resident Agent is an individual actually residing in this State. Street Address: 522 Frederick Street, Hagerstown, Maryland 21741.

CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolutions were duly adopted by the Board of Directors of H. A. Weiss & Sons, Inc. on
Feb 13, 1987.


Michelina Wranitz
Michelina Wranitz, Secretary

Dated:

Feb 13, 1987

70773093

BCRA10F.CER

2899 1638

AVEY & STEPTOE

ATTORNEYS AT LAW

126 EAST BURKE STREET

MARTINSBURG, W. VA. 25401

(304) 263-6991

ROGER J. PERRY
J. LEE VAN METRE, JR.
DOUGLAS S. ROCKWELL
LUCIEN G. LEWIN
JAMES D. STEPTOE
DAVID LAYVA
GRAY SILVER, III
STEPHEN R. KERSHNER
CURTIS G. POWER, III
JOHN K. DORSEY

• D. C., FLA., OHIO, W. VA.

OF COUNSEL
GUY R. AVEY, JR.
ROBERT M. STEPTOE

THOMAS W. STEPTOE (1914-1985)

CHARLES TOWN OFFICE
104 W. CONGRESS STREET
POST OFFICE BOX 100
CHARLES TOWN, W. VA. 25414
(304) 725-1414

February 19, 1987

State Department of
Assessments and Taxation
301 W. Preston Street
Baltimore, MD 21201

ATTN: Corporate Dept.

Re: H. A. Weiss & Sons, Inc.

Dear Gentlemen:

Please find enclosed herewith a Certificate of Change of
Resident Agent for H. A. Weiss & Sons, Inc. for filing.

Please confirm receipt and filing and let me know whether
you require anything further.

Sincerely,

Lucien G. Lewin

LGL/lm

STLE19F.LTR

2999 1657

402

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

H. A. WEISS & SONS, INC.

received for record March 18, 1987, at 8:30 A.M.
and recorded on Film No. Frame No. one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County 71

AA N^o 25830

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

MAILED JUL 22 1987

Return to: Avey & Steptoe
126 East Burke Street
Martinsburg, West Virginia 25401

rc

3/20/87

9:56

1987 MAR 20 A 9:56

ARTICLES OF INCORPORATION
OF

CYCLE ORNAMENTS, INC.
(A CLOSE CORPORATION)

FIRST: I, THOMAS L. WINEBRENNER, WHOSE ADDRESS IS 1 GROVE CIRCLE, HANCOCK, MARYLAND, BEING AT LEAST EIGHTEEN YEARS OF AGE DO HEREBY FORM A CLOSE CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS CYCLE ORNAMENTS, INC.

THIRD: THE CORPORATION SHALL BE A CLOSE CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND.

FOURTH: THE PURPOSE FOR WHICH THE CORPORATION IS FORMED ARE:

- (1) TO MANUFACTURE MOTORCYCLE ACCESSORIES
- (2) TO SELL HARLEY-DAVIDSON MOTORCYCLE ORNAMENTS AND ACCESSORIES
- (3) TO OWN AND SELL MOTORCYCLE ORNAMENTS AND ACCESSORIES
- (4) TO HOLD COLLATERAL, TO OWN AND RECEIVE PROPERTY, TO EXECUTE AND RECEIVENOTES, TO DISCOUNT THE SAME, TO BORROW MONEY, LOAN MONEY ON BEHALF OF THE CORPORATION, AND TO PERFORM ANY OTHER ACT NOT CONTRARY TO THE LAWS OF THE STATE OF MARYLAND.

FIFTH: THE ADDRESS FOR THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 1 GROVE CIRCLE, HANCOCK, MARYLAND 21750. THE NAME AND ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IS THIS STATE IS THOMAS L. WINEBRENNER, 1 GROVE CIRCLE, HANCOCK, MARYLAND 21750. SAID RESIDENT AGENT IS AN INDIVIDUAL ACTUALLY RESIDING IN THIS STATE.

SIXTH: THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS ONE HUNDRED (100) SHARES OF COMMON STOCK WITH A PER VALUE OF ONE HUNDRED DOLLARS (\$100) PER SHARE, AMOUNTING TO CAPITAL STOCK IN THIS CORPORATION IN THE AMOUNT OF TEN THOUSAND DOLLARS (\$10,000.00).

RECORD 5.00
8 8825CHCK 5.00
01987 7-16P12:02

70733312

2002 0378

SEVENTH: THE SHARES OF STOCK SHALL BE OF ONE CLASS. THE CORPORATION SHALL HAVE (A) ONE (1) PRESIDENT AND THE NAME AND ADDRESS OF THE PERSON WHO SHALL SERVE AS PRESIDENT UNTIL THE FIRST ANNUAL MEETING, OR UNTIL HIS SUCCESSOR(S) IS/ARE ELECTED AND QUALIFY, SHALL BE:

THOMAS L. WINEBRENNER
1 GROVE CIRCLE
HANCOCK, MARYLAND 21750

(B) THE CORPORATION ALSO SHALL HAVE ONE (1) VICE-PRESIDENT UNDER THE SAME CONDITIONS AS ABOVE. THE VICE-PRESIDENT SHALL BE THOMAS L. WINEBRENNER, II.

(C) THE CORPORATION SHALL ALSO HAVE ONE (1) SECRETARY-TREASURER UNDER THE SAME CONDITIONS AS ABOVE. THE SECRETARY-TREASURER SHALL BE CONNIE D. WINEBRENNER.

EIGHTH: THE CORPORATION SHALL PROVIDE ANY INDEMNIFICATION REQUIRED OR PERMITTED BY THE LAWS OF MARYLAND AND SHALL INDEMNIFY DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES AS FOLLOWS:

(1) THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR OR OFFICER OF THE CORPORATION WHO WAS, OR IS, A PARTY, OR IS THREATENED TO BE MADE A PARTY TO, ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE (OTHER THAN AN ACTION BY OR IN THE RIGHTS OF THE CORPORATION) BY REASON OF THE FACT THAT HE IS, OR WAS, SUCH DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, OR OTHER ENTERPRISE, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES) JUDGEMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLE INCURRED BY HIM IN CONNECTION WITH SUCH ACTION, SUIT, OR PROCEEDINGS IF HE ACTED IN GOOD FAITH AND IN A MANNER WHICH HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO, THE BEST INTERESTS OF THE CORPORATION, AND WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDINGS, HAD NO REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL.

(2) THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR OR OFFICER OF THE CORPORATION WHO WAS, OR IS, A PARTY, OR IS THREATENED TO BE MADE A PARTY TO ANY THREATENED PENDING, OR COMPLETED ACTION OR SUIT BY, OR IN THE RIGHT OF, THE CORPORATION TO PROCURE A JUDGEMENT IN ITS FAVOR BY REASON OF THE FACT THAT HE IS OR WAS, SUCH A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION, OR IS, OR WAS, SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES) ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION WITH THE DEFENSE

2002 0377

OR SETTLEMENT OF SUCH ACTION OR SUIT IF HE ACTED IN GOOD FAITH AND IN A MANNER HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION, EXCEPT THAT NO INDEMNIFICATION SHALL BE MADE IN RESPECT TO ANY CLAIMS, ISSUE, OR MATTER AS TO WHICH SUCH PERSON SHALL HAVE BEEN ADJUDGED TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS DUTY TO THE CORPORATION UNLESS, AND ONLY TO THE EXTENT THAT THE COURT IN WHICH SUCH ACTION OR SUIT WAS BROUGHT, OR ANY OTHER COURT HAVING JURISDICTION IN THE PREMISES, SHALL DETERMINE UPON APPLICATION THAT DISPUTE THE ADJUDICATION OF LIABILITY, BUT IN VIEW OF ALL CIRCUMSTANCES OF THE CASE, SUCH PERSON IS FAIRLY AND REASONABLE ENTITLED TO INDEMNIFY FOR SUCH EXPENSE WHICH SUCH COURT SHALL DEEM PROPER.

(3) TO THE EXTENT THAT A DIRECTOR OR OFFICER OF THE CORPORATION HAS BEEN SUCCESSFUL ON THE MERITS OR OTHERWISE IN DEFENSE OF ANY ACTION, SUIT, OR PROCEEDING REFERRED TO IN PARAGRAPHS (1) AND (2) OF THIS ARTICLE EIGHTH OR IN DEFENSE OF ANY CLAIMS, ISSUE, OR MATTER THEREIN, HE SHALL BE INDEMNIFIED AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES) ACTUALLY AND REASONABLE INCURRED BY HIM IN CONNECTION THEREWITH, WITHOUT THE NECESSITY FOR THE DETERMINATION AS TO THE STANDARD OF CONDUCT AS PROVIDED IN PARAGRAPH (4) OF THIS ARTICLE EIGHTH.

(4) ANY INDEMNIFICATION UNDER PARAGRAPH (1) OR (2) OF THIS ARTICLE EIGHTH (UNLESS ORDERED BY A COURT SHALL BE MADE BY THE CORPORATION ONLY AS AUTHORIZED IN THE SPECIFIC CASE UPON A DETERMINATION THAT INDEMNIFICATION OF THE DIRECTOR, OR OFFICER IS PROPER IN THE CIRCUMSTANCES BECAUSE HE HAS MET THE APPLICABLE STANDARD OF CONDUCT SET FORTH IN PARAGRAPH (1) OR (2) OF THIS ARTICLE EIGHTH. SUCH DETERMINATION SHALL BE MADE: (A) BY THE BOARD OF DIRECTORS OF THE CORPORATION BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DIRECTORS WHO WERE NOT PARTIES TO SUCH ACTION, SUIT, OR PROCEEDING, OR, (B) IF SUCH A QUORUM IS NOT OBTAINABLE, OR EVEN IF OBTAINABLE, IF SUCH A QUORUM OF DISINTERESTED DIRECTORS SO DIRECTS, BY INDEPENDENT LEGAL COUNSEL (WHO MAY BE REGULAR COUNSEL FOR THE CORPORATION) IN A WRITTEN OPINION AND ANY DETERMINATION SO MADE SHALL BE CONCLUSIVE.

(5) EXPENSES INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION, SUIT, OR PROCEEDING MAY BE PAID BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION, SUIT OR PROCEEDING, AS AUTHORIZED BY THE BOARD OF DIRECTORS ON THE SPECIFIC CASE, UPON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR OR OFFICER TO REPAY SUCH AMOUNT UNLESS IT SHALL ULTIMATELY BE DETERMINED THAT HE IS ENTITLED TO BE INDEMNIFIED BY THE CORPORATION AS AUTHORIZED IN THIS SECTION.

(6) AGENTS AND EMPLOYEES OF THE CORPORATION WHO ARE NOT DIRECTORS OR OFFICERS OF THE CORPORATION MAY BE INDEMNIFIED UNDER THE SAME STANDARDS AND PROCEDURES SET FORTH ABOVE, IN THE DISCRETION OF THE BOARD OF DIRECTORS OF THE CORPORATION.

(7) ANY INDEMNIFICATION PURSUANT TO THIS ARTICLE EIGHTH SHALL NOT BE DEEMED EXCLUSIVE OF ANY OF THE RIGHTS OF WHICH THOSE INDEMNIFIED MAY BE ENTITLED AND SHALL CONTINUE AS TO A

PERSON WHO HAS CEASED TO BE A DIRECTOR OR OFFICER AND SHALL INURE TO THE BENEFIT OF THE HIERS AND PERSONAL REPRESENTATIVES OF SUCH A PERSON.

(8) IN THE EVENT THAT SAID CORPORATION SHALL NOT HAVE A BOARD OF DIRECTORS AT THE TIME ANY ACTION DIRECTED OR AUTHORIZED BY ARTICLE EIGHTH HEREIN, SUCH ACTION SHALL BE AUTHORIZED TO BE TAKEN BY THE SHAREHOLDERS OF THE CORPORATION.

NINTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS (IF APPLICABLE) AND STOCKHOLDERS.

(1) NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE STOCKHOLDERS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATIONS; ANY DIRECTORS INDIVIDUALLY OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THIS CORPORATION; PROVIDED, THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE MAJORITY OF THE STOCKHOLDERS THEREOF; AND ANY STOCKHOLDER OF THIS CORPORATION IS ALSO A DIRECTOR OR OFFICER OF ANY SUCH OTHER CORPORATION OR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE STOCKHOLDERS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND TO VOTE AT SUCH MEETING TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

(2) THE STOCKHOLDERS SHALL HAVE POWER FROM TIME TO TIME TO FIX AND DETERMINE AND VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION; TO DETERMINE WHETHER ANY, AND/IF ANY, WHAT PART OF THE SURPLUS OF THE CORPORATION OR THE NET PROFITS ARISING FROM THE BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS, SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO THE DIRECTOR AND DETERMINE THE USE AND DISPOSITION OF SUCH SURPLUS OR NET PROFITS.

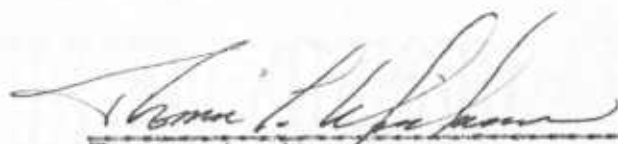
(3) THE CORPORATION RESERVES THE RIGHT, FROM TIME TO TIME, TO MAKE ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCKS SHALL BE VALID UNLESS SUCH CHANGE OR TERMS SHALL HAVE BEEN AUTHORIZED BY THE UNANIMOUS CONSENT OF THE HOLDERS OF SUCH STOCK AT THE TIME OUTSTANDING BY A VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

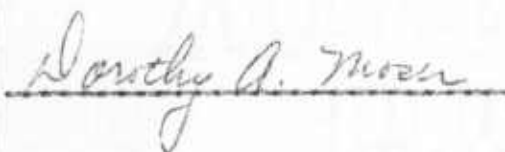
TENTH: THE SHARES OF STOCK SHALL BE NON-ASSESSABLE AND SHALL BE ENTITLED TO ONE (1) VOTE PER SHARE AT ALL MEETINGS OF STOCKHOLDERS OF THE CORPORATION. DIVIDENDS MAY BE DECLARED THEREON IN SUCH AMOUNTS AND AT SUCH TIMES AS THE STOCKHOLDERS MAY DETERMINE SUBJECT TO THE PROVISIONS OF LAW. IN THE EVENT OF LIQUIDATION OF WINDING UP OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE ASSETS REMAINING AFTER THE PAYMENT OF ALL DEBTS, TAXES, COSTS, AND EXPENSES SHALL BE DISTRIBUTED TO THE HOLDERS, OF SAID STOCK ACCORDING TO THEIR RESPECTIVE HOLDINGS THEROF.

ELEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL:

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 16 DAY OF March, 1987.

WITNESS:


THOMAS L. WINESBRENNER



STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 16 DAY OF MARCH, 1987 BEFORE ME THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO IN THE AFOREGOING INSTRUMENT AND WHO DID ACKNOWLEDGE AND AFOREGOING ARTICLES OF INCORPORATION TO BE HIS ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.





MY COMMISSION EXPIRES July 1, 1990

3902 5580



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

Thomas Winebrenner

1 Grove Circle

Hancock, Md 21750

TOTAL
FEES40☒ Check

_____ Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: PCm

ARTICLES OF INCORPORATION
OF
CYCLE ORNAMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 20, 1987 AT 9:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2310639

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THOMAS WINEBRENNER
1 GROVE CIRCLE
HANCOCK

MD 21750

178C3001373

A 226601



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2902 0375

410

BECKLEY FARMS, INC.
ARTICLES OF INCORPORATION

RECORDED 5.00
8 0317 HOK 5.00
01987 7-16P12:02

1987 MAR 16 A 11:46

mr
FIRST: I, Edward N. Button, whose address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Beckley Farms, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of general farming, raising, breeding of livestock; to establish sales of agricultural products and livestock of all kind; to maintain offices, barns, breeding facilities, to purchase, sell or lease farm equipment of any design or description including equipment and supplies; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt 3 Box 168A, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five thousand (5,000) shares of common stock, without par value.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

3/16/87 at 11:46 A.M.

70758352

1987 MAR 16 A 11:46

2901 2541

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: William E. Beckley.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Chapter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall be determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of March, 1987, and I acknowledge the same to be my act.

James W. Merchant
Witness

Edward N. Button
Edward N. Button

2501 2543



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

413

DOCUMENT CODE 026 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

EDWARD N. BUTTON635 OAK HILL AVE.HAGERSTOWN, MD. 21740TOTAL
FEES40☒ Check

_____ Cash

Documents on 1 checks

APPROVED BY: _____

MP

NOTE: _____

2901 2644

ARTICLES OF INCORPORATION
OF
BECKLEY FARMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 16, 1987 AT 11:46 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2307833

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
EDWARD N. BUTTON
635 OAK HILL AVENUE
HAGERSTOWN

MD 21740

173C3001090

A 226176



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2901 2640

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:03 P.M. CORPORATION LIBER 37

G & R FOODS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Michael Giovinazzo and Mary Jane Giovinazzo, whose post office address is 30 Trailridge Road, Bel Air, Cumberland, Maryland 21502, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporators with the intention of forming a corporataion.

SECOND: The name of the corporation, which is hereinafter called the Corporation is:

G & R FOODS, INC.

THIRD: The Corporation shall be a Close Corporation.

FOURTH: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in, operate and carry on the business of purchasing, selling and distributing, at retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

(b) To acquire, offer for sale, sell and distribute such other articles of merchandise as are customarily sold in supermarkets.

(c) To take, buy, exchange, lease or otherwise acquire and deal in real property and any interest or right therein, and to hold, own,

RHR/jb
3/11/87

70728067

2900 2411

operate, control, maintain, manage and develop such property and interest therein in any manner that may be necessary, useful or advantageous for the purposes of the Corporation.

(d) To construct, maintain, rebuild, alter and control any and all kinds of buildings, stores, offices, shops, warehouses and plants, and any and all other structures and erections that may at any time be necessary, useful or advantageous for the purposes of the Corporation.

(e) To acquire all or any part of the good will, rights, franchises, property and business of any person, firm, association or corporation engaged in any business similar to the business of the Corporation.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, the attainment of any of the objectives, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, incidental or pertinent to, or growing out of or connected with the above-mentioned objects, purposes or powers.

FIFTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 835 Hillcrest Road, Hagerstown, Maryland 21740.

SIXTH: The Resident Agent of the Corporation is Michael Giovinazzo, 30 Trailridge Road, Bel Air, Cumberland, Maryland 21502. The Resident Agent is a resident of the State of Maryland and actually resides therein.

SEVENTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two directors, whose names are Michael Giovinazzo and Mary Jane Giovinazzo.

EIGHTH: The total number of shares of stock which the Corporation has authority to issue is three thousand five hundred (3500) shares, all of which stock shall be common stock of a par value of Twenty Dollars (\$20) per share of stock.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 11th day of March, 1987.

WITNESS:

Roberto R. Luth

Michael Giovinazzo (SEAL)
MICHAEL GIOVINAZZO

as to both

Mary Jane Giovinazzo (SEAL)
MARY JANE GIOVINAZZO

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 11th day of March, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared MICHAEL GIOVINAZZO & MARY JANE GIOVINAZZO, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.



JEAN BOCHY, Notary Public

My Commission Expires
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

419

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	Certified Copy 4
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

ROBERT H. REINHART

504 LIBERTY TRUST BUILDING

BALTIMORE STREET

CUMBERLAND, MD. 21502

TOTAL
FEES

50

Check

Cash

Documents on 1 checks

APPROVED BY:

M

NOTE:

ARTICLES OF INCORPORATION
OF
G & R FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 13, 1987 AT 10:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2306793

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT H. REINHART
504 LIBERTY TRUST BLDG.
BALTIMORE STREET
CUMBERLAND MD 21502

173C3000986

A 226093



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2900 2410

VATERS ON & OFF ROAD CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: I, MICHAEL D. VATERS, whose post office address is Route #3, Box 144, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: Vaters On & Off Road Center, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To conduct, maintain, and operate the business of exhibiting motor vehicles, including trucks, cars, and recreational vehicles to the public and to promote, manage, and conduct exhibitions, both indoor and outdoor, of motor vehicles, and all other business that may be incidental thereto; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 144, Hagerstown, Maryland. ²¹⁷⁴⁰ The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street,

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

70798083

APPROVED FOR RECORD

3/11/87 at 10:24 a.m.

Page 1

Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Cororation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Michael D. Vaters

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter

authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of February, 1986, and I acknowledge the same to be my act.


Michael D. Vaters



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

425

DOCUMENT CODE

028

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	15	2 Certified Copy 8
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

France & Robinson
81 W. Washington St
Hagerstown, Md
21740

TOTAL
FEES

55

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

PCm

426

ARTICLES OF INCORPORATION
OF
VATERS ON & OFF ROAD CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 11, 1987 AT 10 24 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2304194

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
FRANCE & ROBINSON
81 W. WASHINGTON STREET
HAGERSTOWN MD 21740

170C3000747

A 225854



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2899 1707

ARTICLES OF INCORPORATION
OF
HEALTH CLAIMS SERVICES, INC.

THIS IS TO CERTIFY:

3/10/87

9:38 B

FIRST: That I, Brenda C. Rosenthal, the subscriber, as Incorporator, being at least Eighteen (18) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Health Claims Services, Inc.

THIRD: The purposes for which the Corporation is formed are: RECORD 5.00
ASSOCIATION 5.00
01987 7-16P12:05

A. To own and operate a management services and consulting business providing financial, educational administrative and managerial support services to health care providers and the general public.

B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

C. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

D. To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 East Antietam Street,

2899 0582

70698065

70698066

Suite 201A, Hagerstown, Maryland. The resident agent of the Corporation is John H. Urner whose address is 100 West Washington Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Brenda C. Rosenthal and Joel L. Rosenthal

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The board of directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 2nd day of March, 1987.

Brenda C Rosenthal (SEAL)
Brenda . Rosenthal



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 5

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3p
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

John H. Viner Esq.
1100 Wood Washington St
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

49.00

Check

Cash

Documents on 2 checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
HEALTH CLAIMS SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 10, 1987 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2303592

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN H. VINER, ESQ.
100 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

169C3000687

A 225760



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2899 0581

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:06 P.M.

ARTICLES OF INCORPORATION OF CORPORATION LIBER 37

TRI-STATE ASSOCIATION FOR THE MENTALLY
AND PHYSICALLY DISABLED,
INC.

RECORD 6.50
2 8831CHCK 6.50
01987 7-16P12:06

3/9/87

2:14

FIRST: I, the undersigned, Willie J. Mahone, whose address is 12 South Market Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is the Tri-State Association For The Mentally And Physically Disabled, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including; for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of

1987 MAR 9 2 14
70698111

2898 1579

the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific,

educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this THIRD are the following:

- i.) to promote an increased public awareness and understanding of mental and physical disabilities,
- ii.) to assist disabled individuals in attaining life goals and developing their highest potentials,
- iii.) to address comprehensive health needs, including mental and physical aspects, and establishing ancillary facilitative social, educational, and economic support programs, and
- iv.) to encourage social interactions with the mentally and physically disabled.

FOURTH: The post office address of the principal office of the Corporation in this State is 1907 Maplewood Drive, Hagerstown, Maryland 21704. The name and post office address of the Resident Agent of the Corporation in this State are John Jacobs, 1907 Maplewood Drive, Hagerstown, Maryland 21704. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (03), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (03). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: John W. Jacobs, Richard C. Heath, and Jane E. Stocks.

SEVENTH: Upon the dissolution of the Corporation's affairs,

or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public

office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section: provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not

parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of November, 1986, and I acknowledge same to be my act.

WITNESS:

Ed Q. Nelson Walter J. Makoul



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

04

COUNTY

91

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	14	1 Certified Copy 8
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

 Willie J. Mahone
 12 S. Market St.

Frederick, Md 21701

NOTE:

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
TRI-STATE ASSOCIATION FOR THE MENTALLY AND
PHYSICALLY DISABLED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 9, 1987 AT 2:14 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 26

SPECIAL
FEE PAID:

\$

D2302875

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIE J. MAHONE
12 S. MARKET STREET
FREDERICK

MD 21701

168C3000615

A 225693



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2898 1578

1987 MAR -6 A 10:31

RECORD 5.00
8 883040CK 5.00
01987 7-16P12:0

J R DAVIS, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Charles P. Strong, Jr., whose post office address is 21 Summit Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is J R DAVIS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which this Corporation is formed are:

(1) To manufacture cabinet, millwork and trim work; and to engage in any other lawful business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 146 Ray Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are James Russell Davis, Sr., 146 Ray Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: James Russell Davis, Sr.

IN WITNESS WHEREOF, I have signed this 4 day of March, 1987.

Witness:

Debra M. Kline

Charles P. Strong, Jr.

(SEAL)

APPROVED FOR RECORD

3/6/87 10:31 A



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

443

DOCUMENT CODE

62

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

CHARLES P. STRONG, JR., PA
21 SUMMIT AVENUE
HAGERSTOWN, MD 21740

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

2897 2781

444

ARTICLES OF INCORPORATION
OF
J R DAVIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 6, 1987 AT 10 31 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20⁰⁰

SPECIAL
FEE PAID:

\$

D2301323

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
CHARLES P. STRONG, JR., P.A.
21 SUMMIT AVENUE
HAGERSTOWN

MD 21740

166C3000460

A 224970



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2897 2749

GREENTRY, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Greentry, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, computer, ideas, systems, procedures and services of any nature, including, without limitation the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements and magnetic storage and drums.

2. To establish, maintain and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture, or rental of machines, apparatus, appliances and merchandise, and of articles required in the use thereof or used in connection therewith.

3. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

70848253

2998 0258

3.00
5.00
7-18P1240

1987 MAR -5 A 10:55

APPROVED FOR RECORD

3/5/87 at 10:50 A.M.

CLERK OF DISTRICT COURT AND TAXATION

5. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

6. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 5 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Lynn F. Meyers, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than (2) two.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Douglas A. Greenlee
Everett L. McMurtry

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on,

the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 3rd day of March, 1987.

WITNESS:

Harry C. Boye Lynn F. Meyers
Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20 10 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 _____ Rec. Fee (Amendment)
 63 _____ Rec. Fee (Merger or Consolidation)
 64 _____ Rec. Fee (Transfer)
 65 _____ Rec. Fee (Dissolution)
 66 _____ Rec. Fee (Revival)
 52 _____ Foreign Qualification
 50 _____ Cert. of Qual. or Reg.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy _____
 56 _____ Foreign Penalty
 54 _____ For. Supplemental Cert.
 73 _____ Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership
 85 _____ Termination of Limited Partnership
 21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax
 31 _____ Corp. Good Standing
 NA _____ Foreign Corporation Registration
 _____ Other _____

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

MYERS, YOUNG, PA

PO Box 1167

HAGERSTOWN, MD 21741-1167

TOTAL
FEES

40

Check

Cash

Documents on 1 checks

NOTE: _____

APPROVED BY: _____

MA

ARTICLES OF INCORPORATION
OF
GREENTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 5, 1987 AT 10 50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

\$ _____ 20 _____

SPECIAL
FEE PAID:

\$ _____

_____ 02300218 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MEYERS & YOUNG, P.A.
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

165C3000349

A 225519



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2898 0257

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
3/2/87 atBeverages Unlimited, Inc.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Beverages Unlimited, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of retail sales of alcoholic beverages and related products; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 708 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, Esquire, 134 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

David L. Lookabaugh
Alan Levin

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

78618101

5.00
5.00
01987 7-12P12:00

1137

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

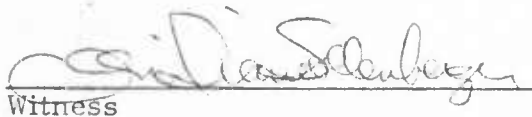
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

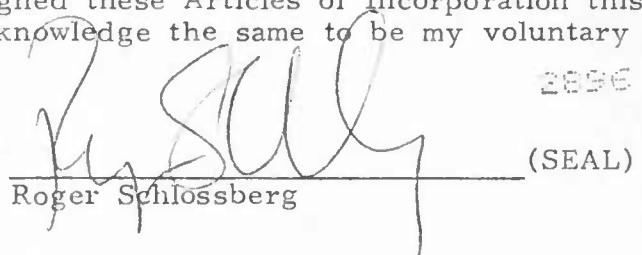
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of February, 1987, and I acknowledge the same to be my voluntary act and deed.


Witness


Roger Schlossberg (SEAL)

2896 1138



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

✓ Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

ROGER SCHLOSSBERG, P.A.
 134 WEST WASHINGTON STREET
 HAGERSTOWN MD 21740

TOTAL FEES

40

Check

Cash

Documents on 1 checks

NOTE:

APPROVED BY:

MP

ARTICLES OF INCORPORATION
OF
BEVERAGES UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 2, 1987 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2298867

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

16303000214

A 224722



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2896 1136

ENVIRONMENTAL MANAGEMENT, INC.
A Close Corporation

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Richard J. Kropka and Teresa M. Kropka, whose post office address is Route 10, Box 87K, Hagerstown, Maryland 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

ENVIRONMENTAL MANAGEMENT, INC.

THIRD: The purposes for which the Corporation is formed and the businesses or objects to be carried on by it are as follows:

1. To conduct the sampling of water for testing for public health purposes, within the rules and regulations promulgated by the State of Maryland, Department of Health.
2. To test water samples for purity and potability for public use.
3. To generally engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform.
4. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal

RECORDED
X 885627K
01987 7-16P12204

1987 MAR -2 A 11:48

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

3/2/87 at 11:48 A.M.

76818065

2896 2871

with, goods, wares, merchandise and real and personal property of every class and description.

FOURTH: The post office address of the principal office of the corporation in this State is Route 10, Box 87K, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Richard J. Kropka, Route 10, Box 87K, Hagerstown, Maryland. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Richard J. Kropka and Teresa M. Kropka.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or Securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be

perpetual.

NINTH: The Corporation shall be a close corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of February, 1987.

WITNESS:

J. Russell Robinson

as to both

Richard J. Kropka (SEAL)
Richard J. Kropka

Teresa M. Kropka (SEAL)
Teresa M. Kropka

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 26th day of February, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard J. Kropka and Teresa M. Kropka, and severally acknowledged the signing of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Official Notarial Seal the day and year last above written.

J. Russell Robinson
Notary Public

My Commission Expires:
July 1, 1990

J. RUSSELL ROBINSON
Notary Public
Washington County
Maryland



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

457

DOCUMENT CODE 02 D BUSINESS CODE 03 COUNTY 11

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

J. RUSSELL ROBINSON
HAGERSTOWN TRUST COMPANY ALCO
81 WEST WASHINGTON ST
HAGERSTOWN MD 21740

TOTAL FEES 40
Check _____ Cash _____

Documents on 1 checks

NOTE: _____

APPROVED BY: MR

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 2, 1937 AT 11:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2297851

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
J. RUSSELL ROBINSON
31 WEST WASHINGTON STREET
HAGERSTOWN TRUST COMPANY BLDG.
HAGERSTOWN MD 21740

162C3000113

A 224549



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2896 2870

ARTICLES OF INCORPORATION
OF
MOTIV, INC.

1987 FEB 27 P.O. 19
THIS IS TO CERTIFY:

my
FIRST: That I, Thomas Peter Piston, the subscriber, as Incorporator, being at least Eighteen (18) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: MOTIV, Inc.

THIRD: The purposes for which the Corporation is formed are:

A. The creation, design and development of artwork for use in all print media.

B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

C. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

D. To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. ✓

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 1921, Netz Road, Hagerstown, Maryland 21740. The resident agent of the

2896 2718

70588183

70588183

STATE DEPT OF ASSESSMENTS
TAXATION

APPROVED FOR RECORD

2/27/87 at 10:19 A.M.

Corporation is C. William French whose address is P.O. Box 362, Netz Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Thomas Peter Piston, Vija Valda Piston, Thomas Edward Piston, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The board of directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation.

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 24th day of February, 1987.

Thomas P. Piston

(SEAL)

Thomas Peter Piston



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

Or B

BUSINESS CODE

03

COUNTY

11

#

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

JOHN H. URNER

100 W. WASHINGTON ST
HAGERSTOWN, MD 21740TOTAL
FEES

49

Check

Cash

Documents on 2 checks

NOTE:

APPROVED BY:

my

ARTICLES OF INCORPORATION
OF
MOTIV, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 27, 1987 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2297653

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN H. URNER
100 W. WASHINGTON STREET MD 21740
HAGERSTOWN

162C3000093

A 224531



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2896 2717

1987 FEB 27 P 9:50

ARTICLES OF INCORPORATIONOF

DESIGNS FOR INTERIORS, INC.

RECORD
2837000
01987 7-16P 5.00
5.00

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Susan K. Saum-Wicklein, Anna Bonomo and Michael B. Wicklein, whose post office address is 2-4 W. Washington Street, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is DESIGNS FOR INTERIORS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To conduct a business providing design services and execution in the City of Hagerstown, County of Washington, State of Maryland, and elsewhere within and without the State.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate

2895 1260

70588120

CLERK DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2/27/87 at 9:50 P.M.

the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 2-4 W. Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Susan K. Saum-Wicklein, 2-4 W. Washington Street, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100 shares of no par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:
Susan K. Saum-Wicklein, Anna Bonomo and Michael B. Wicklein.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 13th day of FEBRUARY, 1987.

WITNESS:

Audrie Lyman

Tracy Davis

Patricia L. Brown

Susan K. Saum-Wicklein
Susan K. Saum-Wicklein

Anna Bonomo
Anna Bonomo


Michael B. Wicklein
Michael B. Wicklein

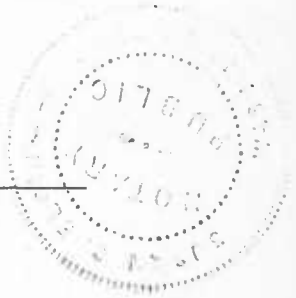
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 13th day of February, 1987, before me, the Subscriber, a Notary Public in and for the State 1262

and County aforesaid, personally appeared Susan K. Saum-Wicklein, Anna Bonomo and Michael B. Wicklein, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.


Notary Public



My Commission Expires: July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

DESIGNS FOR INTERIORS INC

2-4 WEST WASHINGTON ST

HAGERSTOWN, MD 21740

TOTAL
FEES50

Check

Cash

Documents on 1 checks

NOTE: _____

APPROVED BY: MJ

ARTICLES OF INCORPORATION
OF
DESIGNS FOR INTERIORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1987 AT 5:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID.

SPECIAL
FEE PAID.

\$ 20

\$ 20

\$

D2297331

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DESIGNS FOR INTERIORS, INC.
2-4 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

161C30C0061

A 224487



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2895 1259

470

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:09 P.M.
corporation liber 37

ARTICLES OF INCORPORATION
OF
LUKSA ENTERPRISES, INC.

1987 FEB 27 P 10:18

THIS IS TO CERTIFY:

FIRST: That I, H. Frederick Vollmer, IV, the subscriber, as Incorporator, being at least Eighteen (18) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Luksa Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

A. To own and/or operate a restaurant and lounge, catering and food service, package goods store, and to sell, and serve beer, wine and liquors

B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

C. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

D. To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 2373 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is

70588210

RECORD 5.00
5 8838CHCK 5.00
01987 7-16P12:09

H. Frederick Vollmer, IV whose address is 125 West Washington Street, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock without par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Michael Luksa
Andrew Luksa
H. Frederick Vollmer, IV

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The board of directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 18 day of February, 1987.

 (SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

473

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

#

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 9 1 Certified Copy 3
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

WILLIAM S. BARTON

100 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

TOTAL
FEES

49

Check

Cash

Documents on 1 checks

APPROVED BY:

2895 0847

ARTICLES OF INCORPORATION
OF
LUKSA ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1987 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 500

SPECIAL
FEE PAID:

\$

D2296804

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM S. BARTON
100 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

161C3000008

A 224438



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2895 0843

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

TRUCK-N-VAN INCORPORATED
ARTICLES OF INCORPORATION

FIRST: The undersigned, Michael Ayers Todd, whose post office address is 1639 Colonial Way, Frederick, Maryland 21701, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is (Truck-N-VAN INCORPORATED).

THIRD: The purposes for which the Corporation is formed are as follows:

- A. To operate a retail outlet for automotive accessories,*
- B. To install the Corporation's products,*
- C. To manufacture metal products,*
- D. To perform aftermarket conversions on vehicles.*

RECORD 5.00
8 8839CHCK 5.00
01987 7-16P12:09

FOURTH: The post office address of the principal office of the Corporation in Maryland is 135 East Franklin Street, Hagerstown, Washington County, 21740. The name and address of the resident agent of the Corporation in Maryland is Michael Ayers Todd, 1639 Colonial Way, Frederick City, Frederick County, 21701.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be (three), which number may be increased or decreased pursuant to the bylaws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Michael A. Todd, Richard A. Wills, Cheryl K. Todd

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

APPROVED FOR RECORD

2/25/87 at 1:36 P.M.

1987 FEB 25 P 1:56

2895 1740

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and members:

A. By-laws will be adopted at the first directors' meeting.

B. voting on resolutions will be weighed by percentage of ownership.

EIGHTH: The duration of this Corporation will be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on February 25, 1987, and severally acknowledge the same to be my act.



Michael Ayers Todd



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

477

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

MICHAEL AYERS TODD

1639 COLONIAL WAY

EXPOENCE MARYLAND 21201

TOTAL
FEES

40

Check

Cash

Documents on 1 checks

APPROVED BY:

2895 1742

ARTICLES OF INCORPORATION
OF
TRUCK-N-VAN INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 25, 1987 AT 1:56 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

02295764

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MICHAEL AYERS TODD
1639 COLONIAL WAY
FREDERICK

MD 21701

16003001586

A 224338



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2895 1739

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:09 P.M. CORPORATION LIBER 37

WEAVER'S RESTAURANT, INC.RECORD 5.00
S 8840CHCK 5.00
01987 7-16P12:0

ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, of 138 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the state of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is **WEAVER'S RESTAURANT, INC.**

THIRD: The purposes for which the Corporation is formed are:

- (1) To own and operate a restaurant.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state. ✓

70568080

2895 1483

APPROVED FOR RECORD

at 11:08 P.M.

FIFTH: The total number of the shares of capital stock which the Corporation has the authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be four, which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

2. If there is stock outstanding an so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

The names of Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Paula L. Toms
Phillip G. Moon

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter

authorized or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respect from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of February, 1987, and I acknowledge the same to be my act.

WITNESS


Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this _____ day of _____, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Scott L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:

7/1/90

2895 1486

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this _____ day of _____, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Phillip G. Moon, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:

7/1/90

2895 1487



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

026

BUSINESS CODE

03

COUNTY

71

 # _____ P.A. _____ Religious _____ Close _____ ☒ Stock _____ Nonstock
Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

SCOTT L. SCHUBEL

138 WEST WASHINGTON ST.

HAGERSTOWN, MD 21740

TOTAL
FEES

50

Check

Cash

Documents on 1 checks

APPROVED BY: M.

NOTE:

ARTICLES OF INCORPORATION
OF
WEAVER'S RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 25, 1987 AT 11:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2295350

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SCOTT L. SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

160C3001545

A 224284



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2895 1482

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

486

3/9/87

9:28a

Articles of Revival

1987 MAR -9 A 9:28

- First: The name of the corporation at the time the charter was forfeited was REEDERS MEMORIAL HOME, INC..
- Second: The name which the corporation will use after revival is REEDERS MEMORIAL HOME, INC..
- Third: The name and address of the resident agent are JOSEPH E. HANNAH, RT. 1 ROHRERSVILLE, MARYLAND 21779.
- Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.
- Fifth: At or prior to the filing of these Articles of Revival, the corporation has:
- Paid all fees required by law;
 - Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
 - Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

RECORD 5.00
 8841000K 5.00
 01987 7-16P12:10

The undersigned who were respectively the last acting president and treasurer of the corporation severally acknowledge the Articles to be their act.

J E Hannah

LAST ACTING PRESIDENT


MC Schenkraft

LAST ACTING TREASURER

70678061

2899 0079

I, Joseph E. Hannah, President, of Reeders Memorial Home, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.


JOSEPH E. HANNAH

I hereby certify that on March 6, 1957 before me, the subscriber, a notary public of the State of Maryland, in and for Prince George's County, personally appeared Joseph E. Hannah and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

My commission expires 7-1-90





488



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

☒ Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

Joseph Hannah

Rt 1

Kohlersville, Md

21779

NOTE:

TOTAL FEES

30

Check

Cash

Documents on checks

APPROVED BY:

2895 0081

ARTICLES OF REVIVAL
OF
REEDERS MEMORIAL HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 9, 1987

AT

9:28

O'CLOCK

A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID.

SPECIAL
FEE PAID.

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225452

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2899 0078

490

ARTICLES OF AMENDMENT
OF

JOEL L. ROSENTHAL, M.D., P.A.

Joel L. Rosenthal, M.D., P.A., a Maryland corporation, having its principal office at 1198 Kenly Avenue, Hagerstown, Maryland 21740, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Paragraph SECOND and inserting in lieu thereof the following:

The name of the Corporation, (which is hereafter referred to as the "Corporation"), is: Antietam Neurology Center - Rosenthal and Khan, M.D., P.A. The Corporate address will be 1198 Kenly Avenue, Hagerstown, Maryland 2174.

The Board of Directors of the Corporation at a Special Meeting duly convened and held on February 20, 1987 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Joel L. Rosenthal, M.D., P.A. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 20th day of February, 1987.

ATTEST:

JOEL L. ROSENTHAL, M.D., P.A.

Brenda C Rosenthal

By Joel L Rosenthal, President
Joel L. Rosenthal, President

STATE OF MARYLAND, COUNTY OF WASHINGTON; to-wit:

I HEREBY CERTIFY that on February 20, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joel L. Rosenthal, President of Joel L. Rosenthal, M.D., P.A., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Kathy A Schleich
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

491

DOCUMENT CODE

9A 110

BUSINESS CODE

06

COUNTY

1386432

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 7 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

TOTAL
FEES

27

2 Check

Cash

Documents on checks

APPROVED BY:

ms

Name Change
(New Name)

Antietam

Neurology Center -
Rosenthal and Khan,
M.D., P.A.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED JUL 22 1987

MAIL TO ADDRESS:

John Urner
100 W. Wash. St.
Hagerstown, Md
21740

NOTE:

ARTICLES OF AMENDMENT

OF

JOEL L. ROSENTHAL, M.D., P.A.

CHANGING ITS NAME TO:

ANTIETAM NEUROLOGY CENTER - ROSENTHAL AND KHAN, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND March 5, 1987 AT 11:11 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____

\$ 20.00

5.00

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225422

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2897 1933

RECEIVED FOR RECORD ON JULY 16, 1987 at 12:11 P.M. CORPORATION LIBER 37

DIXON-TROXELL POST NO. 211,
THE AMERICAN LEGION, INCORPORATED

RECORDED 5100
 8 08/30/87 5100
 01507 7-16P12:11

ARTICLES OF REVIVAL

FIRST: THE NAME OF THE CORPORATION AT THE TIME THE CHARTER WAS FORFEITED WAS DIXON-TROXELL POST NO. 211, THE AMERICAN LEGION, INCORPORATED.

SECOND: THE NAME WHICH THE CORPORATION WILL USE AFTER REVIVAL IS DIXON-TROXELL POST NO. 211, THE AMERICAN LEGION, INCORPORATED.

THIRD: THE NAME AND ADDRESS OF THE RESIDENT AGENT IS JOHN A. DOARNBERGER, 35 EAST LONGMEADOW ROAD, HAGERSTOWN, MARYLAND 21740.

FOURTH: THESE ARTICLES OF REVIVAL ARE FOR THE PURPOSE OF REVIVING THE CHARTER OF THE CORPORATION.

FIFTH: AT OR PRIOR TO THE FILING OF THESE ARTICLES OF REVIVAL, THE CORPORATION HAS:

- (A) PAID ALL FEES REQUIRED BY LAW;
- (B) FILED ALL ANNUAL REPORTS WHICH SHOULD HAVE BEEN FILED BY THE CORPORATION IF ITS CHARTER HAD NOT BEEN FORFEITED.

SIXTH: THE CORPORATION IS AND HAS ALWAYS BEEN A NON-PROFITABLE VETERANS ORGANIZATION AND EXEMPT FROM PERSONAL AND REAL PROPERTY TAXES.

SEVENTH: THE ADDRESS OF THE PRINCIPAL OFFICE IN THIS STATE IS WEST SIDE AVENUE, FUNKSTOWN, MARYLAND 21734.

EIGHTH: THE MAILING ADDRESS OF THE CORPORATION IS

70728020

2899 2857

STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION

APPROVED FOR RECORD

1987 MAR 13 A 9:24

3/13/87 at 9:24 a.m.

P. O. Box 250, FUNKSTOWN, MARYLAND 21734.

THE UNDERSIGNED WHO WERE RESPECTIVELY THE LAST ACTING COMMANDER OF DIXON-TROXELL Post No. 211, THE AMERICAN LEGION, INCORPORATED, THE ADJUTANT OF DIXON-TROXELL Post No. 211, THE AMERICAN LEGION, INCORPORATED, AND THE FINANCE OFFICER OF DIXON-TROXELL Post No. 211, THE AMERICAN LEGION, INCORPORATED, SEVERALLY ACKNOWLEDGE THE ARTICLES TO BE THEIR ACT.

Richard L. McDonald Sr.
 RICHARD L. McDONALD, SR.
 COMMANDER - President

Richard B. Mentzer
 RICHARD B. MENTZER
 ADJUTANT - Secretary

John A. Doarnberger
 JOHN A. DOARNBERGER
 FINANCE OFFICER - Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY:

I HEREBY CERTIFY, THAT ON THIS 11th DAY OF MARCH, 1987, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR WASHINGTON COUNTY, PERSONALLY APPEARED RICHARD L. McDONALD, SR., COMMANDER, RICHARD B. MENTZER, ADJUTANT, AND JOHN A. DOARNBERGER, FINANCE OFFICER, AND MADE OATH UNDER THE PENALTIES OF PERJURY THAT THE MATTERS AND FACTS SET FORTH IN THESE ARTICLES OF REVIVAL ARE TRUE TO THE BEST OF THEIR KNOWLEDGE, INFORMATION AND BELIEF.

AS WITNESS MY HAND AND NOTARIAL SEAL.

Berene Lee Hinkle
 NOTARY PUBLIC

MY COMMISSION EXPIRES:
 JULY 1, 1990

2899 2856

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, JOHN H. DOARNBERGER, of DIXON-TROXELL POST NO 211
(insert name and title) (insert name of corporation)
FINANCE OFFICER

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

John H. Doarnberger
JOHN H. DOARNBERGER
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on MARCH 13TH 1987 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

BALTIMORE COUNTY personally appeared
(insert name or county for which notary is appointed)

JOHN A. DOARNBERGER and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

George A. Dwyer
(Signature of notary public)

My Commission expires 7/90.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 5 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

☒ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent Address

75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
—	_____	Other _____
—	_____	Other _____

Code _____

ATTENTION: _____

TOTAL
FEES30☒ Check _____ Cash _____

_____ Documents on _____ checks

APPROVED BY: PCM

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

John Doornberger
35 E. Longmeadow Rd
Hagerstown Md
21740

NOTE: _____

ARTICLES OF REVIVAL

OF

DIXON-TROXELL POST NO. 211, THE AMERICAN LEGION, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 13, 1987

AT

9:24

O'CLOCK

A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:\$ 20.00
5.00SPECIAL
FEE PAID:

\$ 10.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225306

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2899 2856

FLYNN ENTERPRISES, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF AMENDMENT

Flynn Enterprises, Inc., a Maryland corporation, having its principal office at 416 Salem Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles SIXTH, SEVENTH, EIGHTH, and NINTH and by substituting in lieu thereof the following:

"SIXTH: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are: R. Michael Flynn and Debra L. Flynn."

SECOND: By unanimous written consent of the Board of Directors of the Corporation pursuant to and in accordance with §2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the

70588100

2897 1117

Corporation approved the foregoing amendments pursuant to and in accordance with §§4-201 and 2-603(c) of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: At the time the foregoing Amendments were approved there was no stock outstanding or subscribed for entitled to be voted on the amendment. The unanimous written consent of the Board of Directors of the Corporation by which the foregoing amendments were approved was made by the Board of Directors of the Corporation in lieu of its organization meeting and addresses all matters customarily addressed at an organization meeting of a board of directors.

IN WITNESS WHEREOF, Flynn Enterprises, Inc. has caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 25th day of February, 1987, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of Flynn Enterprises, Inc. and that the matters and facts set forth herein with respect to authorization and approval are true in all

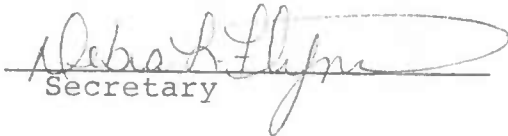
2697 1:18

material respects to the best of his knowledge, information, and belief.

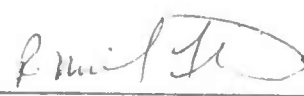
FLYNN ENTERPRISES, INC.

ATTEST:

(SEAL)


Secretary

By:


R. Michael Flynn
President

2007 1119



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

501

DOCUMENT CODE 04 B BUSINESS CODE _____ COUNTY _____

01866075 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS: _____

WILLIAM M.C. SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD. 21740

TOTAL
FEES

20
✓ Check _____ Cash _____

1 Documents on 1 checks

NOTE: _____

APPROVED BY: WJ

2897 1120

ARTICLES OF AMENDMENT
OF
FLYNN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1987 AT 10:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221938

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3897 1110

SHARRETT, INC. 2/13/87

ARTICLES OF AMENDMENT 2:11 pm

SHARRETT, INC., a Maryland corporation, having its principal office in Hagerstown, Maryland, hereinafter designated the "Corporation", hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out Article Sixth in its entirety and substituting in lieu thereof:

"SIXTH: The total number of shares of stock which the Corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares of Voting Common Stock of the par value of One Hundred Dollars (\$100.00) per share, having a total aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000.00).

SECOND: The Board of Directors of the Corporation, on the 10th day of February, 1987, by written consent signed by each member and filed with the minutes of the Board's proceedings, adopted resolutions in which were set forth the foregoing amendments to the Articles of Incorporation, declaring that the said amendments of the Articles of Incorporation were advisable and directing that they be submitted for action thereon to the stockholders of the Corporation.

70488017

1987 FEB 13 P 2:11

2892 2903

THIRD: On February /0 , 1987, the stockholders of the Corporation adopted a resolution in which was set forth the foregoing amendments to the Charter, approving and adopting the amendments contained therein by the vote required by law.

FOURTH: The Articles of Amendment as hereinabove set forth have been advised by the Board of Directors and approved by the stockholders of the Corporation, all in conformity with the Maryland General Corporation Law.

FIFTH: Immediately before the foregoing Amendment to Article Sixth of the Corporation's Articles of Incorporation contained in Article First hereof, the total number of shares of stock of all classes which the Corporation had authority to issue was Seven Thousand Five Hundred (7,500) shares, having an aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000.00) divided into Two Thousand Five Hundred (2,500) shares of Voting Common Stock of a par value of One Hundred Dollars (\$100.00) a share, having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00) and Five Thousand (5,000) shares of Non-voting Common Stock of a par value of One Hundred Dollars (\$100.00) a share having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00). The total number of shares of the authorized capital stock is set forth in Article First hereof.

IN WITNESS WHEREOF, SHARRETT, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 10th day of February, 1987.

Under the penalties of perjury, to the best of my knowledge, information and belief, the matters and facts set forth above with respect to authorization and approval are true in all material respects.

ATTEST:

SHARRETT, INC.

By: 

Paul C. Perryman
Assistant Secretary

By: 

Ralph L. Sharrett
President

C2



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 10 BUSINESS CODE _____ COUNTY _____# D0195537 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 22 1987

MAIL TO ADDRESS:

Ridgely, Hanley & Winter

408 Allexington Ave

Towson, Md 21204

TOTAL
FEES20.10

Check

Cash

Documents on _____ checks

NOTE:

APPROVED BY: AK

ARTICLES OF AMENDMENT

OF

SHARRETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 13, 1987 AT 2:11 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 221656

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2892 2902

Received for record July 23, 1987 at 9:20 AM Corporation Liber 37

RECORD .50
A 9534CHCK .50
01987 7-23 A9:20

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

CASCADE ENTERPRISES, INC. (A MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

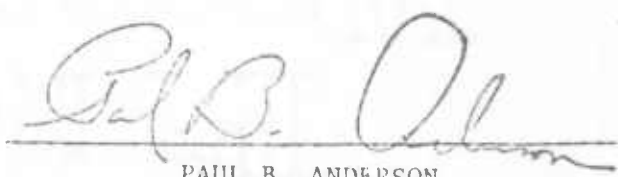
HARRY G. MASSER, SR. (INDIVIDUALS) TRANSFEREES

MARK F. FRANTZ, JR. " "

FOSTER G. WARREN " "

3) The Articles were accepted for record on 3/17/87, at 10:00 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 31ST day of MARCH, 1987



PAUL B. ANDERSON
Assistant Corporate Administrator

2903 1794

Received for record July 23, 1987 at 9:21 AM Corporation Liber 37

RECORD .50
A 9535CHCK .50
01987 7-23 A9:21CERTIFICATE OF ARTICLES OF MERGERCLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____

LARSTAN INDUSTRIES, INC. (A MD CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is BANKS BROS. CORPORATION (A NJ CORP.) SURVIVOR

3) The Articles were accepted for record on 3/16/87, at 10:31 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 24TH day of MARCH, 1987.


PAUL B. ANDERSON
Assistant Corporate Administrator

RECORD .50
A 9536CHCK .50
01987 7-23 A9:22

CERTIFICATE OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT OF
WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

HEPBURN ORCHARDS, INCORPORATED (A MD. CORP.)-TRANSFEROR AND

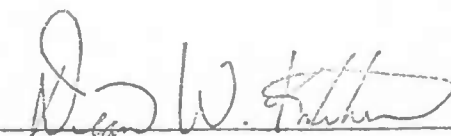
CENTRAL VALLEY PRODUCTION CREDIT ASSOCIATION-TRANSFeree

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is

CENTRAL VALLEY PRODUCTION CREDIT ASSOCIATION

3) The Articles were accepted for record on April 22, 1987

As Witness my hand and the Official
seal of the said Department at Baltimore
this 27th day of April,
1987.



Dean W. Kitchen
Corporate Administrator

2910 1574

3-17-87

10:00 AM

CASCADE ENTERPRISES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of December, 1986, by and between THE CASCADE ENTERPRISES, INC., a Maryland corporation (hereinafter referred to as "Transferor"), and HARRY G. MASSER, SR. and MARK F. FRANTZ, JR., both of Franklin County, Pennsylvania, and FOSTER G. WARREN, of Washington County, Maryland (hereinafter collectively referred to as "Transferees").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees, their respective heirs and personal representatives, as hereinafter set forth.

SECOND: The names and addresses of Transferees are as follows:

Harry G. Masser, Sr.
Jacobs Church Road
Blue Ridge Summit, PA 17214

Mark F. Frantz, Jr.
13978 Old Route 16
Waynesboro, Pennsylvania 17268

Foster G. Warren
Ridge Road
Highfield, Maryland 21753

THIRD: The name and state of incorporation of each corporate party to these Articles of Sale and Transfer is as follows:

Transferor is The Cascade Enterprises, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of consideration to be paid by Transferees for the property and assets hereby transferred to them as set forth in Article EIGHTH herein, is \$86,000.00, to be paid to Transferor in accordance with the terms and conditions set forth in the deed, dated December 30, 1986, from The Cascade Enterprises, Inc. to Harry G. Masser, Sr., Mark F. Frantz, Jr., and Foster G. Warren, recorded at Liber 831, folio 733 among the Washington County Land Records, and the assumption by Transferees of the legal operation, effect, and payment of a certain mortgage dated August 5, 1985, the balance remaining due thereon being the principal sum of \$28,000.00, with interest thereon from November 26, 1985, recorded at Liber 792, folio 375 among the Washington County Land Records.

FIFTH: The principal office of Transferor is Cascade, Washington County, Maryland. The only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

70788100

70858373

70768100

RECORD
A 9540CHK
01987 7-23 AP:24
5.00
5.00

SIXTH: The addresses of Transferees in the State of Maryland are as set forth in Article SECOND herein. Transferees do not own any other property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of the Transferor entitled to vote thereon and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of \$86,000.00 and the assumption of a certain mortgage dated August 5, 1985, the balance remaining due thereon being the principal sum of \$28,000.00 with interest thereon from November 26, 1985, and of record among the Washington County Land Records in Liber 792, folio 375, from the Grantor herein to The Gettysburg National Bank, Gettysburg, Pennsylvania, as Mortgagee, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, their respective personal representatives and heirs:

All those three tracts or parcels of land, together with the improvements thereon, and all the rights, ways, waters, easements, privileges, and appurtenances thereunto belonging or in anywise appertaining, situate along or adjacent to the North side of Military Road in Election District No. 14, Washington County, Maryland, and containing in the aggregate 27.65 acres of land, more or less; AND, BEING all of the same lands and property which which conveyed unto Harry G. Masser, Sr., Mark F. Frantz, Jr. and Foster G. Warren by The Cascade Enterprises, Inc., by deed dated December 30, 1986, of record at Liber 831, folio 733 among the Washington County Land Records.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferees, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed in the State of Maryland.

IN WITNESS WHEREOF, The Cascade Enterprises, Inc., Transferor, has caused its corporate name to be hereunto subscribed by Mark F. Frantz, Jr., its President, duly attested by Foster G. Warren, its Secretary, and Mark F. Frantz, Jr., Harry G. Masser, Sr. and Foster G. Warren, Transferees, have caused their names to be hereunto subscribed this 30th day of December, 1986.

ATTEST AS TO CORPORATE OFFICER:

Foster G. Warren
Foster G. Warren, Secretary

THE CASCADE ENTERPRISES, INC.

BY: Mark F. Frantz, Jr.
Mark F. Frantz, Jr., President

WITNESS:

Michael G. Lons

Harry G. Masser, Sr. (SEAL)
Harry G. Masser, Sr.

Mark F. Frantz, Jr. (SEAL)
Mark F. Frantz, Jr.

Foster G. Warren (SEAL)
Foster G. Warren

THE UNDERSIGNED, President of The Cascade Enterprises, Inc., who executed on behalf of said Corporation the foregoing said Articles of Sale and Transfer, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation, and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Mark F. Frantz, Jr.
Mark F. Frantz, Jr., President

THE UNDERSIGNED, Harry G. Masser, Sr., Mark F. Frantz, Jr., and Foster G. Warren, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Sale and Transfer to be their respective act and deed and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Harry G. Masser, Sr.
Harry G. Masser, Sr.

Mark F. Frantz, Jr.
Mark F. Frantz, Jr.

Foster G. Warren
Foster G. Warren



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY _____# D0427120 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) Cascade Enterprises,
Inc.Surviving
(Transferee) Harry G. Maas,
Mark F. Frantz,
Foster D. Warren

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>land records, Washington Co.</u>
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	<u>376.20</u>	Recordation Tax
22	<u>570.00</u>	State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES970.203 Check

Cash

Documents on _____ checks

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code _____

ATTENTION: _____

MAILED JUL 29 1987

MAIL TO ADDRESS: _____

Michael TomsStute, Schidt138 W. Wash. St.Hagerstown, Md 21740

NOTE: _____

APPROVED BY: SW

200 300

ARTICLES OF SALE AND TRANSFER

BETWEEN

CASCADE ENTERPRISES, INC. (A MD CORP.) TRANSFEROR

AND

HARRY G. MASSER, SR.	(INDIVIDUALS)	TRANSFEREES
MARK F. FRANTZ, JR.	"	"
FOSTER G. WARREN	"	"

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 17, 1987 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID:SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

Cert. of Conv. Wash. Co.-Land Rcds.

4.00

24.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225040

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2903 1793

516

ANTIETAM DISTRIBUTING CORPORATION

ARTICLES OF VOLUNTARY DISSOLUTION

ANTIETAM DISTRIBUTING CORPORATION, a Maryland Corporation, having its principal office in 251 East Antietam Street, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 251 East Antietam Street, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Michael J. Schaefer, 100 West Washington Street, Hagerstown, Maryland 21740

FOURTH: The name and address of each director of the Corporation are as follows:

Louis V. Abrams, 800 Greenbrier Road, Hagerstown, MD 21740
John C. Bogdanski, 2148 Blue Ridge Road, Hagerstown, MD 21740
Jacob L. Hoffman, Route 6, Hagerstown, MD 21740
John H. Hornbaker, Jr., M.D., 645 E. First St., Hagerstown, MD 21740
William E. King, Jr., P.O. Box 189, Hagerstown, MD 21740
John M. McCardell, 1156 The Terrace, Hagerstown, MD 21740
John E. Owens, 131 S. Prospect Street, Hagerstown, MD 21740

FIFTH: The name, title and address of each officer of the Corporation are as follows:

President:
John M. McCardell, 1156 The Terrace, Hagerstown, MD 21740
Vice President:
Jacob L. Hoffman, Route 6, Hagerstown, MD 21740
Treasurer:
William E. King, Jr., P.O. Box 189, Hagerstown, MD 21740
Secretary:
John C. Bogdanski, 2148 Blue Ridge Road, Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous action of the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous action of all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

70838307

RECORDED
A 9541CHK
1987 7-23
5.00
5.00
A9:24

1987 MAR 24 A 11:09

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the usser of each of said Certificates.

IN WITNESS WHEREOF, ANTIETAM DISTRIBUTING CORPORATION has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 26th day of June, 1986, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of ANTIETAM DISTRIBUTING CORPORATION and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ANTIETAM DISTRIBUTING CORPORATION


John C. Bogdanski
Secretary


John M. McCardell
President

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

December 24, 1986

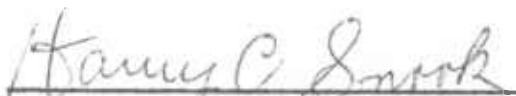
RE: Antietam Distributing Co., Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Real Estate Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Antietam Distributing Co., Inc.

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986. However there is a real estate bill 1986-1987 still due in the amount of \$ 735.58 for a December payment. We do not have any record of Personal Property Taxes being levied in the name of Antietam Distributing Co., Inc. as of the above date.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 24th day of December, 1986.


Harry C. Snook,
Treasurer for Washington County,
Maryland

mt

1903 1910



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

519
LOUISL GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ANTIETAM DISTRIBUTING CORPORATION
have been paid.

WITNESS my hand and official seal this

10th day of December A.D. 1986.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2903 1911



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

00047241 6 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Foreign Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	<u>30</u>	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	Code _____
22	_____	State Transfer Tax	ATTENTION: _____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 50
_____ Check _____ Cash
_____ Documents on _____ checks

APPROVED BY: AW

MAILED JUL 29 1987
MAIL TO ADDRESS: Michael Schayen
Arner McGory
100 W. West St.
Hagerstown, Md
NOTE: 21740

ARTICLES OF DISSOLUTION
OF
ANTIETAM DISTRIBUTING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 24, 1987 AT 11:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225054

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2903 1907

522

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

3/20/87 at 10:01 A.M.

1987 MAR 20 A 10:01

VALLEY TRADERS, INC.

ARTICLES OF AMENDMENT

Valley Traders, Inc., a Maryland Corporation, having its principal office at Box 97, Valley Mall, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in this State is Box 97, Valley Mall, Hagerstown, MD 21740. The resident agent of the Corporation in this State is Jean E. Tyson, whose post office address is 107 Appletree Lane, Williamsport, Washington County, Maryland 21795. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

SECOND: The charter of the Corporation is hereby amended by adding a new paragraph NINTH, to read as follows:

"The Corporation shall be a close corporation as authorized by the Corporation Law of the State of Maryland.

THIRD: The charter of the Corporation is hereby amended by striking Article SIXTH, in its entirety, and inserting in lieu thereof the following:

"The Corporation shall have no Board of Directors.

FOURTH: By action of the Board of Directors, unanimously taken by the Board at a special meeting on the 17th day of FEBRUARY, 1987, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

70708321

RECORD
A 9543CHCK
01987 7-23
5.00
5.00
AP:25

IN WITNESS WHEREOF, Valley Traders, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 17th day of FEBRUARY, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Valley Traders, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

VALLEY TRADERS, INC.

Jean E. Tyson
Jean E. Tyson, Secretary

BY: Jesse M. Tyson
Jesse M. Tyson, President



1901 1986



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

00800193

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

WILLIAM C. WANTZ
123 WBST WASHINGTON ST
HAGERSTOWN, MD 21740

NOTE:

TOTAL
FEES

20

Check

Cash

Documents on 1 checks

APPROVED BY:

ARTICLES OF AMENDMENT
OF
VALLEY TRADERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND March 20, 1987 AT 10:01 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225064

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2901 1994

526

5.00
5.00
A 95446HCK
01987 7-23 49:26

Received for record July 23, 1987
at 9:26 AM Corporation liber 37

3/18/87

APPROVED FOR RECORD
10:44 A.M.

1987 MAR 18 A

GRACE ACADEMY, INC.

ARTICLES OF AMENDMENT

GRACE ACADEMY, INC., A Maryland corporation, having its principal office at 530 North Locust Street, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles SIXTH, SEVENTH and EIGHTH and by substituting in lieu thereof the following:

SIXTH: The post office address of the principal office of the Corporation in this State is 530 North Locust Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is George F. Michael, whose address is Big Pool, Maryland 21711. Said resident agent is an individual actually residing in this State.

SEVENTH: The Corporation shall have not less than five nor more than nine Directors who shall be nominated by the Grace Academy Board, subject to approval by the council of the Hagerstown Bible Church, Inc., a Maryland religious corporation, in accordance with the provisions of the By-Laws of the Corporation.

EIGHTH: The present Directors of the Corporation are: Mary C. Michael, Joseph E. Michael, Rev. Gerald D. Carbaugh, Louis H. DeBaugh, Grace C. French, Sherman F. Kendall, LeRoy E. Myers, John H. Myers and Carl B. Hook, who shall serve as such until the next annual meeting or until their successors are duly chosen and qualified.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, they being all the members of

70778203

3901 0700

the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporation and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment; that although the Charter of the Corporation provides for the issuance of stock, no stock has ever been issued by the Corporation.

IN WITNESS WHEREOF, GRACE ACADEMY, INC. has caused these presents to be signed in its name and on its behalf by its Chairman of the Board and its corporate seal to be hereunder affixed and attested by its Secretary on this 29th day of July, 1986 and its Chairman acknowledges that these Articles of Amendment are the act and deed of GRACE ACADEMY, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

GRACE ACADEMY, INC.

Grace C French
Grace C. French
Secretary

BY:

Louis H. DeBaugh
Louis H. DeBaugh
Chairman of the Board

2901 0701



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

#

D0735960

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

TOTAL
FEES

20

Check

Cash

Documents on 1 checks

APPROVED BY:

MR

MAILED JUL 29 1987

MAIL TO ADDRESS:

OMER T. KAYLOH, JR.

123 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

NOTE:

OMER T. Kaylo
123 W. Washo. St.
Hagerstown, MD
21740

ARTICLES OF AMENDMENT
OF
GRACE ACADEMY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 18, 1987 AT 10:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225106

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2901 0699

3/17/87 10:01 A

KADOTOM DEVCO, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

KADOTOM DEVCO, INC., a Maryland Corporation, having its principal office in Hagerstown, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 2275 Rolling Road, Hagerstown, Maryland.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Tom Moore Davis, 2275 Rolling Road, Hagerstown, Maryland.

FOURTH: The name and address of each director of the Corporation are as follows:

Tom Moore Davis, 2275 Rolling Road, Hagerstown, Maryland,
21740
Frances K. Davis, 2275 Rolling Road, Hagerstown, Maryland,
21740
Patrick H. Coleman, One South Lane, Hagerstown, Maryland,
21740

FIFTH: The name, title and address of each officer of the Corporation are as follows:

RECORD 5.00
A 9545CHCK 5.00
01987 7-23 A9:27

1900 2225

Tom Moore Davis, 2275 Rolling Road, Hagerstown, Maryland,
21740, President

Frances K. Davis, 2275 Rolling Road, Hagerstown, Maryland,
21740, Secretary-Treasurer.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said

Certificates.

IN WITNESS WHEREOF, Kadotom Devco, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 11th day of September, 1986, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Kadotom Devco, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

KADOTOM DEVCO, INC.

ATTEST:

Frances King Davis
Secretary

BY: Tom Moore Davis
President

2900 2927



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

KADOTOM DEVCO, INC.
have been paid.

WITNESS my hand and official seal this

23rd day of February A.D. 1987.


Patricia A. McKeel
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2900 2825 409



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

03

COUNTY

71

#

D0736579

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4 pages
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other

TOTAL
FEES

\$60

Check

Cash

1 Documents on 1 checks

APPROVED BY:

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS: H. W.

Gilbert, Esq.,
Mackley, Gilbert &
Marks, 35 East
Washington Street
Hagerstown,
MD 21740

NOTE:

ARTICLES OF DISSOLUTION
OF
KADOTOM DEVCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 17, 1987 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225169

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2900 2824

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 of
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF
THE ANNOTATED CODE OF MARYLAND)

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
APPROVED FOR RECORD
3/16/87 at 10:00

Larstan Industries, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENT AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 14, 1982, for the non-payment of taxes with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Larstan Industries, Inc.

THIRD: The name by which the Corporation will hereafter be known is Larstan Industries, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland, if different from its principal office at the time the charter was forfeited is
✓ Route 3, Box 300, Earley Drive, Hagerstown, Washington County, Maryland.

(b) The name and the post office address of the resident agent of the Corporation in the State of Maryland are
✓ United States Corporation Company, 300 East Lombard Street,

70578024

70578025

RECORD
9546CHK
01987 7-23
5:00
5:00
49:27

1987 2853

Baltimore, Baltimore County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

IN WITNESS WHEREOF, the undersigned, who were respectively the last President and Secretary of the Corporation, have signed these Articles of Revival on 2-5, 1987.



Lawrence Banks, President



Stanley F. Banks, Secretary

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

I HEREBY CERTIFY that on February 5, 1987, before me the undersigned subscriber, a notary public of the State of New York in and for the County of New York, personally appeared Lawrence Banks, the last acting President and Stanley F. Banks, the last acting Secretary of Larstan Industries, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal, the day and the year last above written.

Jill S. Swartz
Notary Public

JILL S. SWARTZ
Notary Public, State of New York
No. 30 479744
Qualified in Nassau County
Commission Expires March 30, 1987



AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Lawrence Banks of Larstan Industries, Inc. hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

LARSTAN INDUSTRIES, INC.

By: *Lawrence Banks*

Lawrence Banks
(Print Name)

I hereby certify that on March 9, 1987

(insert date)

before me, the subscriber, a notary public of the State of New Jersey in and for Larstan Industries, Inc. personally appeared Lawrence Banks and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and
notarial seal

Mary Jane Cicchino
Notary Public

MARY JANE CICCHINO
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES

My Commission expires

12-15-1991

AFTER RECORDING RETURN TO
U.S. GOVERNMENT COPIES
300 EAST LEXINGTON STREET
BIRMINGHAM, AL 35202



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES

Check

Cash

Documents on 2 checks

APPROVED BY:

MAILED JUL 29 1987

MAIL TO ADDRESS:

Frank Bernstein
300 E. Lombard St
Baltimore Md 21202

NOTE:

ARTICLES OF REVIVAL
OF
LARSTAN INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 16, 1987 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

25% = 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225178

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2900 2852

ARTICLES OF MERGER

MERGING

LARSTAN INDUSTRIES, INC.

(a corporation of the State of Maryland)

INTO

BANKS BROS. CORPORATION

(a corporation of the State of New Jersey)

FIRST: BANKS BROS. CORPORATION, a corporation organized and existing under the laws of the State of New Jersey, and LARSTAN INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Maryland, agree that Larstan Industries, Inc. shall be merged into Banks Bros. Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: Banks Bros. Corporation, a corporation organized and existing under the laws of the State of New Jersey shall survive the merger and shall continue under the name Banks Bros. Corporation.

THIRD: The parties to the articles of merger are Banks Bros. Corporation, a corporation organized on September 26, 1978 under the New Jersey Business Corpora-

RECORD
A 9547CHCK
01987 7-23
7-00
7:00
A9:27

tion Act and Larstan Industries, Inc., a Maryland corporation, registered in Maryland on November 28, 1969.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: Banks Bros. Corporation is authorized to issue 2,500 shares of common stock of no par value. Larstan Industries, Inc. is authorized to issue 100,000 shares of common stock, par value \$1.00 per share.

SIXTH: All of the shares of Larstan Industries, Inc. are owned by Banks Bros. Corporation, the surviving corporation. No shares of the surviving corporation are to be issued for shares of Larstan Industries, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to the surviving corporation.

SEVENTH: The principal office of Larstan Industries, Inc., organized under the laws of the State of Maryland is located in the County of Washington, at Route 3, Box 300, Earley Drive, Hagerstown, Maryland 21740, State of Maryland.

Larstan Industries, Inc. owns property in the County of Washington, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The location of the principal office of the surviving corporation in the State of New Jersey, the state of its incorporation, is 590 Belleville Turnpike, Kearny, New Jersey 07032, and the name and post office address of a resident agent of such surviving corporation in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time these Articles of Merger or thereafter instituted or filed against it under the provisions of the General Corporation Law of Maryland until the appointment of a substitute resident agent is duly certified to the State Department of Assessments and Taxation of Maryland is: United States Corporation Company, 300 East Lombard Street, Baltimore, Maryland 21202.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority of the entire Board of Directors of Larstan Industries, Inc. on December 30, 1986.

TENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by Larstan Industries, Inc. in the manner and by the vote required by the laws of the State of Maryland and by the charter of such corporation.

The articles of merger were advised, authorized and approved by the surviving corporation in the manner and by

the vote required by the laws of the State of New Jersey and by the charter of such surviving corporation.

IN WITNESS WHEREOF, Banks Bros. Corporation and Larstan Industries, Inc., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on behalf by their respective presidents the respective corporate seals to be hereunto affixed and attested by their respective assistant secretaries, as of the 30th day of December, 1986.

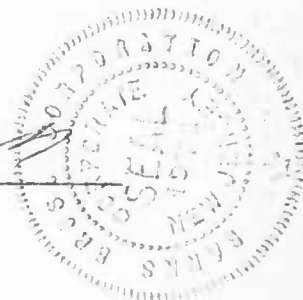
[SEAL]

ATTEST:

BANKS BROS. CORPORATION

Mary Jane Cicchino
Mary Jane Cicchino
Assistant Secretary

By: *Lawrence Banks*
Lawrence Banks,
President



ATTEST:

LARSTAN INDUSTRIES, INC.

Mary Jane Cicchino
Mary Jane Cicchino
Assistant Secretary

By: *Lawrence Banks*
Lawrence Banks,
President



THE UNDERSIGNED, PRESIDENT OF BANKS BROS. CORPORATION, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Lawrence Banks

THE UNDERSIGNED, PRESIDENT OF LARSTAN INDUSTRIES, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Lawrence Banks

STATE OF NEW YORK)
)SS.
 COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 30th day of December, 1986, before me, a Notary Public in and for the State of New York, personally appeared Lawrence Banks, President of Banks Bros. Corporation, to me personally known and he, being by me duly sworn, upon his oath did depose and make proof to my satisfaction that he resides at 33 East End Avenue, New York, New York 10028, that he is the President of said corporation; that the seal affixed to said Articles of Merger is the corporate seal of said corporation; that such seal was so affixed by resolutions duly adopted by, the Board of Directors of said corporation for uses therein expressed; and that by like order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same under like authorization; and said President then and there acknowledged said Articles of Merger before me to be the voluntary act, deed and agreement of said corporation, made by virtue of authority from the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal the day and year first above written.

Jill S. Swartz
 Notary Public

JILL S. SWARTZ
 Notary Public, State of New York
 No. 30-419744
 Qualified in Nassau County
 Certificate Expires March 30, 1987



STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 30th day of December, 1986, before me, a Notary Public in and for the State of New York, personally appeared Lawrence Banks, President of Larstan Industries, Inc., to me personally known and he, being by me duly sworn, upon his oath did depose and make proof to my satisfaction that he resides at 33 East End Avenue, New York, New York 10028, that he is the President of said corporation; that the seal affixed to said Articles of Merger is the corporate seal of said corporation; that such seal was so affixed by resolutions duly adopted by, the Board of Directors of said corporation for uses therein expressed; and that by like order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same under like authorization; and said President then and there acknowledged said Articles of Merger before me to be the voluntary act, deed and agreement of said corporation, made by virtue of authority from the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal the day and year first above written.

Jill S. Swartz
Notary Public
JILL S. SWARTZ

JILL S. SWARTZ
Notary Public, State of New York
No. 50-479744
Qualified in Nassau County
~~Commission Expires March 30, 1999~~
Commission Expires March 30, 1999



STATE OF NEW YORK)
)SS.
 COUNTY OF NEW YORK)

MARY JANE CICCHINO, being duly sworn, certifies, deposes and says:

1. I am Assistant Secretary of Larstan Industries, Inc, a Maryland corporation.
2. By unanimous consent without a meeting, the Board of Directors of Larstan Industries, Inc, duly authorized and approved, pursuant to the foregoing Articles of Merger and declared the proposed merger pursuant thereto to be advisable upon the terms and conditions set forth in such Articles of Merger.
3. The Articles of Merger, and the merger to be effected in accordance therewith, were duly advised, authorized and approved in the manner required by the charter of Larstan Industries, Inc., and by the laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary of said Larstan Industries, Inc. and affixed hereto its corporate seal this 30th day of December, 1986.



[SEAL]

Mary Jane Cicchino
 Mary Jane Cicchino,
 Assistant Secretary

Sworn to before me this
 30th day of December, 1986

Jill S. Swartz
 Notary Public

JILL S. SWARTZ
 Notary Public, State of New York
 No. 30-4789744
 Qualified in Nassau County
 Commission Expires March 30, 1989

-8-

2900 2970

STATE OF NEW YORK)
)SS.
 COUNTY OF NEW YORK)

MARY JANE CICCHINO, being duly sworn, certifies, deposes and says:

1. I am Assistant Secretary of Banks Bros. Corporation, a New Jersey corporation.
2. By unanimous consent without a meeting, the Board of Directors of Banks Bros. Corporation, duly authorized and approved, pursuant to the foregoing Articles of Merger and declared the proposed merger pursuant thereto to be advisable upon the terms and conditions set forth in such Articles of Merger.
3. The Articles of Merger, and the merger to be effected in accordance therewith, were duly advised, authorized and approved in the manner required by the charter of Larstan Industries, Inc., and by the laws of the State of New Jersey.

IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary of said Banks Bros. Corporation and affixed hereto its corporate seal this 30th day of December, 1986.

Mary Jane Cicchino
 Mary Jane Cicchino,
 Assistant Secretary

[SEAL]

Sworn to before me this
 30th day of December, 1986

Jill A. Swartz
 Notary Public

JILL S. SWARTZ
 Notary Public, State of New York
 No. 30-4799744
 Qualified in Nassau County
~~Commission Expires March 30, 1987~~

-9-

2900 2871



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

551

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY _____# D0301861 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging

(Transferor)

Lanston Industries
Inc. (Ind Corp)

Surviving

(Transferee)

Bank Bros.
Corporation (N.Y. Corp)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	<u>28</u>	Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>15</u>	<u>1</u> Certified Copy <u>9</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>Washington Co.</u> <u>Land Sales</u>

Name Change

(New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code _____

ATTENTION: _____

MAILED JUL 29 1987

MAIL TO ADDRESS:

Frank Bernstein
300 E Lombard St.
Balto Md 21202

TOTAL FEES

47

Check

Cash

Documents on _____ checks

NOTE:

APPROVED BY:

PCM

2900 2872

ARTICLES OF MERGER

MERGING

LARSTAN INDUSTRIES, INC. (A MD CORP.)

INTO

BANKS BROS. CORPORATION (A NJ CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 16, 1987 AT 10:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$
Cert. of Conv.-Wash. Co.-Land Rcds.

\$ 28.00
4.00
32.00

\$

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 225179

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2900 2858

Received for record July 23, 1987 at 9:28 AM Corporation liber 37

APPROVED FOR RECORD

3/30/87

at

12:24

.m.

ARTICLES OF AMENDMENT

OF

THE BOONSBORO AMVETS POST #10, INC.

Amendment of the Articles of Incorporation of the Boonsboro Amvets Post #10, Inc., a nonprofit corporation organized under the laws of the State of Maryland, executed by Thomas S. White of Washington County, Maryland, its President and attested to by **James Bagley** of Washington County, Maryland, its Secretary.

1. The Corporation was organized on 1965.

2. The Corporation, on the proposal of its entire Board of Directors by resolution duly adopted by said Board of Directors setting forth the proposed amendment and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members, and on the adoption thereof by said members at said meeting as provided by law, does hereby, by Thomas S. White, its President and **James Bagley**, its Secretary, execute and acknowledge the following:

"Be it hereby resolved that the name of the Corporation shall be changed from, The Boonsboro Amvets Post #10, Inc. to The Washington County Amvets Post #10, Inc."

3. The above admendment has been adopted by a majority of the members entitled to vote thereon at a regular meeting held **March 28**, 1987, as required by the laws of the State of Maryland and the by-laws of the Corporation.

Executed by the undersigned at Hagerstown, Washington County, Maryland, on March 28, 1987.

1987
RECORD
A 9548CHK
01987 7-23
5.00
5.00
A9:28

ATTEST

The Boonsboro Amvets Post #10, Inc.

BY: James M. Bagley
Secretary

BY: Thomas S. White (SEAL)
Thomas S. White
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this 28th day of March, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas S. White, President, who acknowledged himself to be the President of Boonsboro Amvets Post #10, Inc., a Corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Notarial Seal.

James M. Bagley
Notary Public

My Commission Expires:

7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

555

DOCUMENT CODE

09A

BUSINESS CODE

COUNTY

D0368035

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)The Washington
County Armvets
Post # 10, Inc.

✓ Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

79		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing
NA		Foreign Corporation Registration
		Other 52171
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Gilbert Hovermale
2 Public Square
Hagerstown, Md
21740TOTAL
FEES

26

26

Check

Cash

Documents on checks

APPROVED BY:

Pcm

NOTE:

ARTICLES OF AMENDMENT

OF

THE BOONSBORO AMVETS POST NO. 10, INC.

CHANGING IT'S NAME TO:

THE WASHINGTON COUNTY AMVETS POST #10, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND March 30, 1987

AT

12:24

O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 227958

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2904 1057

557

Received for record July 23, 1987 at 9:55 AM Corporation Liber 37

LAW OFFICES
BOGEN & YAVENER
16069 COMPRINT CIRCLE
GAITHERSBURG, MARYLAND 20877

WILLIAM BOGEN*
BURTON YAVENER*
LLOYD DAVID YAVENER*
*ADMITTED MD & D.C.

RECORD 1.25
A 9973090 1.25
01987 7-23 A9:55
(301) 869-0340
DIRECT DIAL

April 2, 1987

Corporation Section
Department of Assessments
and Taxation
301 West Preston Street
Baltimore, MD 21201

Re: Resident Agent Change of
Address

Ladies and Gentlemen:

Please be advised that the address of the Resident Agent for the following corporation has changed. The corporation, the old and new addresses of the Registered Agent and the date on which the change is effective are as follows:

Name of corporation: Morrow's Refrigeration, Inc.

Name of Registered Agent: Lloyd David Yavener

OLD ADDRESS: 1104 Spring Street
Silver Spring, MD 20910
(301) 587-6662

NEW ADDRESS: 16069 Comprint Circle
Gaithersburg, MD 20877
(301) 869-0800

Effective date of change: April 2, 1987

Kindly accept and file this statement for record and advise this office accordingly. Enclosed you will find our check in the amount of \$8.00. Thank you very much for your cooperation.

Very truly yours,

Lloyd David Yavener

LDY:djo
cc:

65 b A E- 107 1001

70938000

2905 1985

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS
OF
MORROW'S REFRIGERATION, INC.

received for record April 3, 1987, at 9:59 A.M.
and recorded on Film No. Frame No. one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County 71

AA N^o 25961

Special Fee Paid	\$5.00 = .50
Recording Fee Paid	\$3.00 = 25% = .75
Total	<u>\$8.00</u>

MAILED JUL 29 1987

Return to: Bogen and Yavener
16069 Comprint Circle
Gaithersburg, Maryland 20877

rc

STATE DEPARTMENT
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER _____ FOLD _____
LAND CO. ☐
DENNIS J. WEAVER, CLERK

CORPORATIONS



JLG INDUSTRIES, INC.

JLG Drive, McConnellsburg, Pa 17233-9502

Thomas D. Singer
Vice President &
General Counsel

March 20, 1987

Certified Mail

State Department of Assessments and
Taxation
301 West Preston Street
Baltimore, MD 21201

Attention: Corporate Administrator

Dear Sirs:

Enclosed herewith please find Articles of Amendment for JLG Holdings, Inc., whereby the name and address of the corporation's resident agent is changed. Also enclosed is our check for \$8.00 for the requisite fee. Please send the receipt and approval to me at the above address.

Thank you.

Very truly yours,

JLG INDUSTRIES, INC.

Thomas D. Singer
Vice President &
General Counsel

TDS/sk

Enclosures

*DIRECTOR'S
RESOLUTION*

Telephone 717-485-5161

RECORD
A 9576CHK
01987 7-23
1.25
1.25
APR 55

Telex WUD 842303

Board of Director's Resolution

1987 MAR 30 A 10:00

JLG Holdings, Inc., a Maryland corporation (hereafter the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereafter the "Department") that

FIRST: Article FOURTH of the current charter of the Corporation is hereby amended to read in its entirety as follows:

"The post-office address of the principal office of the Corporation in this State is c/o Thomas D. Singer, JLG Hangar, Washington County Airport, Hagerstown, Maryland 21740. The name of the resident agent of the Corporation in this State is Thomas D. Singer and the post-office address of the resident agent is JLG Hangar, Washington County Airport, Hagerstown, Maryland 21740."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the following amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, JLG Holdings, Inc. has caused these presents to be signed in its name and on its behalf by its Treasurer and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of April, 1987, and its Treasurer acknowledges that these Articles of Amendment are the act and deed of JLG Holdings, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

JLG Holdings, Inc.

Paul K. Schock
Secretary

By: *CTH [Signature]*
Treasurer

70898093

2903 1666

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

JLG HOLDINGS, INC.

received for record March 30, 1987

, at 10:00 A.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 25863

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER
LAND
DENNIS J. NEAVE, CLERK
CORPORATIONS

MAILED JUL 24 1987

Return to: JIG INDUSTRIES, INC.
JIG Drive
McConnellsburg, Pennsylvania 17233

MAUGANSVILLE LITTLE LEAGUE, INC.
ARTICLES OF REVIVAL

First: The name of the corporation at the time the charter was forfeited was Maugansville Little League, Inc.

Second: The name which the corporation will use after revival is Maugansville Little League, Inc.

Third: The name and address of the resident agent are Harry Hull, Rt. #4, Box 269-C, Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- a) Paid all fees required by law;
- b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is P. O. Box 266, ^{16 North Main Street} Maugansville, Maryland 21767.

The last acting president, vice-president, secretary, and treasurer are unable or unwilling to sign and acknowledge these Articles; therefore, the undersigned who represent the lesser of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Richard E. Carter
Last Acting Director

J. M. Weaver Vice President
 Last Acting Director

James A. Newkirk
Last Acting Director

2906 0694

70958140

AFFIDAVIT

I, Harry R. Hull, President of the Maugansville Little League, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitation

Harry R. Hull
Harry R. Hull, President

I hereby certify that on January 19, 1987 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared Harry Hull, and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

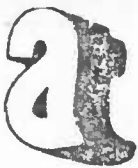
As witness my hand and notarial seal:

Vicki C. Lumm

Notary Public

My commission expires 7/1/90.

2906 0695



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

563

DOCUMENT CODE

18

BUSINESS CODE

04

COUNTY

71

#

A0509265

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

80 Special Fee
83 For. Limited Partnership
84 Cert. Limited Partnership
85 Amendment to Limited Partnership
Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

Harry Hull
Rt 4 Box 269-C
Hagerstown, MD

21740

TOTAL
FEES

30

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

2906 0696

ARTICLES OF REVIVAL
OF
MAUGANSVILLE LITTLE LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 1, 1987 AT 10:15 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20 *25.00*

SPECIAL
FEE PAID:

\$ 10

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 228165

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2906 0693

565

MT. TAMMANY, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

RECORD 5.00
A 9551CHCK 5.00
01987 7-23 A9:30

4/13/87 10:05A
Mt. Tammany, Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is Route 2, Box 376, Williamsport, Maryland 21795.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Albert L. Leaf, 2110 Lexington Avenue, Hagerstown, Maryland 21740.

FOURTH: The name and address of each director of the Corporation are as follows:

Albert L. Leaf - 2110 Lexington Avenue, Hagerstown, Maryland 21740

Robert W. Miller - Kemps Mill Road, Williamsport, Maryland 21795

Harvey H. Heyser, Jr. - 1118 Oak Hill Avenue, Hagerstown, Maryland 21740

Marion M. Miller - 25 Mt. Tammany Lane, Williamsport, Maryland 21795.

FIFTH: The name, title and address of each officer of the Corporation are as follow:

Albert L. Leaf, President, Treasurer, 2110 Lexington Avenue, Hagerstown, Maryland 21740

Robert W. Miller, Secretary, Kemps Mill Road, Williamsport, Maryland 21795

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of

71038074

71038 2908 2674

Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast of the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by the payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, MT. TAMMANY, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on 11TH day of APRIL, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Mt. Tammany, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MT. TAMMANY, INC.

Robert W. Miller
Robert W. Miller, Secretary

Albert L. Leaf
Albert L. Leaf, President

2908 2675

TODD L. HERSHEY
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

January 21, 1987


RE: Mount Tammany, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Real Estate Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Mount Tammany, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 21st day of January, 1987.


Todd L. Hershey,
Treasurer for Washington County,
Maryland

mt

1987 APR 13 A 10:07

2908 2676



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 LOUIS L. GOLDSTEIN TREASURY BUILDING
 P.O. BOX 466 PHONE 974-3814
 ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ CPA
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MOUNT TAMMANY, INC.

have been paid.

WITNESS my hand and official seal this

24th day of MARCH A.D. 1987.

DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

2908 2677



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

569

DOCUMENT CODE

BUSINESS CODE

COUNTY

00156877

A Religious Close Stock Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 80 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

☒ Change of Name
add Box #
☒ Change of Principal Office
☒ Change of Resident Agent
☒ Change of Resident Agent Address

75 30 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

John Urner
100 W. Wash. St.
Hagerstown Md
21740

TOTAL
FEES

56

2 Check

Cash

Documents on checks

NOTE:

APPROVED BY:

JLB

Cert. of Dissolution
5804
4-17-87

2908 2678

ARTICLES OF DISSOLUTION
OF
MT. TAMMANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 13, 1987 AT 10:05 O'CLOCK A M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

cm



A 228375

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2908 2673

✓

DYNAMARK SECURITY CENTERS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

Dynamark Security Centers, Inc., a Maryland corporation, having its principal office at Route 5, Leitersburg Pike, Hagerstown, Maryland 21742, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking Article FOURTH in its entirety and inserting in lieu thereof the following new Article FOURTH:

FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Leitersburg Pike, Hagerstown, Maryland 21742. The Resident Agent of the Corporation is Wayne E. Alter, Jr., Route 5, Leitersburg Pike, Hagerstown, Maryland 21742, who is a citizen of the State of Maryland and actually resides therein.

THIRD: The Charter of the Corporation is hereby amended to remove the redemption provisions for Preferred Stock set forth in Article FIFTH (B)(4), by striking Paragraph FIFTH (B)(4) in its entirety and inserting in lieu thereof, the following new Paragraph FIFTH (B)(4).

4. At any time after an initial public offering of Common Stock is made, Preferred Stock shall be redeemable, at the option of the Holder of such Preferred shares, at a price of \$1 (One Dollar) per share, and Preferred Stock shall not participate in a public offering of the Stock of the Corporation.

FOURTH: The Charter of the Corporation is hereby amended by striking Article SIXTH in its entirety and inserting in lieu thereof the following new Article SIXTH:

SIXTH: The Corporation shall have not less than five nor more than seven Directors, which number may be increased pursuant to the By-Laws of the Corporation. At each annual Stockholders' meeting, prior to the election of Directors for the ensuing year, the number of Directors to

710383

RECORD
A 9567CHCK
01987 7-23 49:31
6-50
6-50

2910 1437

serve on the Board shall be determined by a vote of a majority of the Stockholders present and voting.

FIFTH: The Charter of the Corporation is hereby amended by adding the following new Article NINTH:

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and Stockholders thereof:

1. With respect to:

(a) The issuance of shares of Stock of any class now or hereafter authorized, or any Treasury Stock, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(b) A public offering of any class of Stock of the Corporation;

(c) The private sale of all of the Class A Common Stock and Preferred Stock of the Corporation;

(d) Any alteration, amendment or action of any kind whatsoever which alters the contract rights, preferences, qualifications of, restrictions on, the dividends on, or the conversion rights of any Class of Stock;

(e) The declaration of dividends on any class of Stock;

and notwithstanding any provision of Article Eighth below or of law requiring any such action to be taken or authorized other than as provided in this Article NINTH, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, any such action shall be effective and valid only if taken or approved by the unanimous agreement of the holders of Class A Common Stock. No amendment of this Article NINTH shall be valid unless unanimously approved by the holders of Class A Common Stock, but any provisions of this Article NINTH may be waived by the unanimous agreement of the holders of Class A Common Stock.

The enumeration of the limitations above shall not be construed as or deemed by inference or otherwise in any manner to exclude or limit any other powers conferred upon the Corporation, Board of Directors, or Stockholders under

(3)

the general laws of the State of Maryland now or hereafter in force.

SIXTH: The Charter of the Corporation is hereby amended by striking in its entirety Article FIRST through NINTH inclusive, and by substituting in lieu thereof the following:

"FIRST: That the name of the Corporation (which is hereinafter called Corporation) is:

DYNAMARK SECURITY CENTERS, INC.

"SECOND: That the purposes for which the Corporation is formed are as follows:

(a) To engage in the direct sale, at wholesale and retail, and distribution of fire protection equipment and burglary protection equipment. To offer all repair and maintenance services connected therewith.

(b) To engage in the negotiations and sale of the franchises for businesses engaging in the activities enumerated herein.

(c) The purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wheresoever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contacts, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The

2910 1439

Corporation is formed upon the articles, conditions and provisions of this State.

"THIRD: The post office address of the principal office of the Corporation in this State is Route 5, Leitersburg Pike, Hagerstown, Maryland 21742. The Resident Agent of the Corporation is Wayne E. Alter, Jr., Route 5, Leitersburg Pike, Hagerstown, Maryland 21742, who is a citizen of the State of Maryland and actually resides therein.

"FOURTH: The Corporation shall have not less than five nor more than seven Directors, which number may be increased pursuant to the By-Laws of the Corporation. At each annual Stockholders' meeting, prior to the election of Directors for the ensuing year, the number of Directors to serve on the Board shall be determined by a vote of a majority of the Stockholders present and voting.

"FIFTH: A. The total number of shares of capital stock the Corporation is authorized to issue is One Million (1,000,000) shares of Class A Common Stock, with a par value of Ten Cents (10¢), Four Million (4,000,000) shares of Class B Common Stock, with a par value of Ten Cents (10¢), and Three Hundred Thirty-Six Thousand Eight Hundred Seventy (336,870) shares of Preferred Stock, with a par value of One Dollar (\$1). The aggregate par value of all Classes having par value is Eight Hundred Thirty-Six Thousand Eight Hundred Seventy Dollars (\$836,870).

B. A description of each Class of Stock with its rights, voting, powers, restrictions, limitations as to dividends and qualifications is as follows:

1. Until an initial public offering of Common Stock is made, the holders of Class A Common Stock and the Preferred Stock shall have the sole and exclusive voting rights and the holders of the Class B Common Stock shall have no voting rights except to the extent required by law. Notwithstanding the foregoing, no amendment of these Articles of Incorporation which changes any right of the holders of Class B Common Stock under the provisions of this Article FIFTH shall be affected unless approved by the affirmative vote of the holders of the two-thirds (2/3) of the shares of Class B Common Stock issued and outstanding.

2. At any time after an initial public offering of Common Stock is made, each share of Class B Common Stock shall be convertible into a share of Class A Common Stock at the option of the holder.

3. Except as expressly provided in Clauses 1, 2, 5, 6 and 7 of this Paragraph B, the rights, powers, privileges and qualifications of the Class A Common Stock and Class B Common Stock shall be identical and, in the event that a stock split or stock dividend shall be distributed with respect to any Class of Common Stock, each holder of shares of the other Class of Common Stock shall receive a distribution of such number of additional shares of the Class held by him as will be necessary to enable such holder to hold after such stock split or stock dividend the same percentage of the total outstanding Common Shares of all Classes as he had immediately prior to such stock split or stock dividend.

4. At any time after an initial public offering of Common Stock is made, Preferred Stock shall be redeemable, at the option of the holder of such Preferred shares, at a price of \$1 (One Dollar) per share, and Preferred Stock shall not participate in a public offering of the Stock of the Corporation.

5. Shares of Class B Common Stock may be issued only to persons who are then holders of record of Class B Common Stock, provided that nothing set forth herein shall be deemed to prevent the issuance of certificates representing shares of Class B Common Stock to a party who purchased such shares from any such holder or the recording of the change of ownership resulting from such purchase on the books and records of the Corporation.

6. By the affirmative vote of a majority of the outstanding shares of Class B Common Stock, any right of the holders of Class B Common Stock under the provisions of this Article FIFTH may be waived with respect to any particular action or transaction by the Corporation.

7. (a) In the event that, prior to the time an initial public offering of Common Stock has been made, the Corporation shall issue such number of shares of Class A Common Stock as will cause the then issued and outstanding Class B Common Stock to constitute less than ten percent (10%) of all the outstanding Shares of Common Stock of the Corporation, the Corporation shall simultaneously effect a split or splits of the then outstanding shares of Class B Common Stock into such number of shares as will be necessary to continue to constitute the outstanding Class B Common Stock as ten percent (10%) of the outstanding Common Stock of all Classes; and, if the authorized and unissued Shares of Class B Common Stock shall be too few for such a split to enable the Corporation to preserve such ten percent (10%) standard, the Corporation may not issue such additional Class A Common Stock.

(6)

(b) In the event that, upon the making of an initial public offering of Common Stock, or at any time thereafter prior to the conclusion of a second public offering of Common Stock, the Corporation shall issue such number of shares of Class A Common Stock as will cause the then issued and outstanding Class B Common Stock to constitute less than five percent (5%) of all the outstanding Shares of Common Stock of the Corporation, the Corporation shall simultaneously effect a split or splits of the then outstanding shares of Class B Common Stock into such number of shares as will be necessary to continue to constitute the outstanding Class B Common Stock as five percent (5%) of the outstanding Common Stock of all Classes; and, if the authorized and unissued Shares of Class B Common Stock shall be too few for such a split to enable the Corporation to preserve such five percent (5%) standard, the Corporation may not issue such additional Class A Common Stock.

8. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its Stockholders in the following order of priority.

(a) First, to the holders of the Preferred Stock, an amount equal to One Dollar (\$1) per share.

(b) Second, thereafter, the remaining assets of the Corporation available for distribution to its Stockholders shall be distributed among and paid to the holders of Common Stock, share and share alike, in proportion to their respective stockholdings.

9. In the event of a merger or consolidation of the Corporation with or into any other corporation or a share exchange involving the Corporation, the holders of the Preferred Stock of the Corporation shall, at their option, be paid One Dollar (\$1) per share out of the assets of the Corporation available for distribution to its Stockholders.

"SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and Stockholders thereof:

1. With respect to:

(a) The issuance of shares of Stock of any class now or hereafter authorized, or any Treasury Stock, or any securities exchangeable for, or convertible into

2910 1442

(7)

such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(b) A public offering of any class of Stock of the Corporation;

(c) The private sale of all of the Class A Common Stock and Preferred Stock of the Corporation;

(d) Any alteration, amendment or action of any kind whatsoever which alters the contract rights, preferences, qualifications of, restrictions on, the dividends on, or the conversion rights of any Class of Stock;

(e) The declaration of dividends on any class of Stock;

and notwithstanding any provision of Article SEVENTH below or of law requiring any such action to be taken or authorized other than as provided in this Article SIXTH, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, any such action shall be effective and valid only if taken or approved by the unanimous agreement of the holders of Class A Common Stock. No amendments of this Article SIXTH shall be valid unless unanimously approved by the holders of Class A Common Stock, but any provisions of this Article SIXTH may be waived by the unanimous agreement of the holders of Class A Common Stock.

The enumeration of the limitations above shall not be construed as or deemed by inference or otherwise in any manner to exclude or limit any other powers conferred upon the Corporation, Board of Directors, or Stockholders under the general laws of the State of Maryland now or hereafter in force.

"SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

The Board of Directors may classify or reclassify any unissued shares of Preferred Stock by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions, and qualifications of, the dividends, on, the times and prices of redemption of, and the conversion rights of such shares, except that the Board of Directors may not change the voting rights of such Preferred Stock

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and such Preferred Stock may not be convertible into Class B Common Stock.

"EIGHTH: The duration of the Corporation shall be perpetual."

SEVENTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with §2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with §2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, Dynamark Security Centers, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 23rd day of March, 1986, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Dynamark Security Centers, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

DYNAMARK SECURITY CENTERS, INC.

James H. Sneed
Secretary

By Wayne E. Alter, Jr.
Wayne E. Alter, Jr., President





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

579

DOCUMENT CODE

13 15

BUSINESS CODE

COUNTY

#

D0792570

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

WILLIAM S. BARTON

100 WEST WASHINGTON ST
HAGERSTOWN, MD 21740

TOTAL FEES

26

Check

Cash

Documents on 1 checks

NOTE:

APPROVED BY:

2910 1445

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
DYNAMARK SECURITY CENTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 14, 1987 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 26

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



gcs

A 228449

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2910 1436

RECORD 85.00
A 9555CHCK 85.00
01987 7-23 A9:32

Received for record July 23, 1987 at 9:35 AM Corporation Liber 37

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS
LAND RECORDS

581

APPROVED FOR RECORD

4/22/87 at 3:00 p.m.

HEPBURN ORCHARDS, INC.

RECORD 8.50
A 9555CHCK 8.50
01987 7-23 A9:35

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 16th day of April, 1987, by and between Hepburn Orchards, Incorporated, a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Central Valley Production Credit Association, a federally chartered instrumentality of the United States of America created under the laws of the United States of America (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Central Valley Production Credit Association, P. O. Box 2700, Winchester, Frederick County, Virginia 22601.

THIRD: The name and state of incorporation or organization of each party to these Articles of Sale and Transfer are as follows:

Transferor is Hepburn Orchards, Incorporated, a corporation organized under the laws of the State of Maryland.

Transferee is Central Valley Production Credit Association, a federally chartered instrumentality of the United States of America organized under the general laws of the United States of

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America.

Transferee was organized on December 29, 1933, as amended on September 1, 1972, under the general laws of the United States of America.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Two Million One Hundred Thirty-Five Thousand Seven Hundred Sixteen Dollars and Thirty-Four Cents (\$2,135,716.34) to be paid to Transferor in accordance with the terms and conditions set forth in Thomas M. Dickinson, Jr.'s letter to Robert N. Carpenter dated March 27, 1987 (hereinafter referred to as the "Letter"), a copy of which Letter is attached hereto as Exhibit A and incorporated by reference herein.

FIFTH: The principal office of Transferor is in the Town of Hancock, Washington County, State of Maryland. The only counties in which Transferor owns real property, the title to which could be affected by the recording of an instrument among the land records, are Washington County, Maryland, and Fulton County, Pennsylvania.

SIXTH: The location of the principal office of Transferee is Frederick County, Virginia. Transferee owns no property in this state.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of

substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Bylaws of Transferee and by the laws of the United States of America under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of Two Million One Hundred Thirty-Five Thousand Seven Hundred Sixteen Dollars and Thirty-Four Cents (\$2,135,716.34) in accordance with the terms and conditions of the Letter, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all of its real estate located in Washington County, Maryland, and Fulton County,

Pennsylvania, more particularly described in those certain deeds attached hereto as Exhibits B and C and by reference made a part hereof, and equipment and machinery.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a federally chartered instrumentality of the United States of America, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Hepburn Orchards, Incorporated and Central Valley Production Credit Association, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 16th day of April, 1987.

HEPBURN ORCHARDS, INCORPORATED

By Edward W. Hepburn (SEAL)
President

Attest:

B. Anne Hepburn
Secretary

CENTRAL VALLEY PRODUCTION CREDIT
ASSOCIATIONBy Robert N. Carpenter (SEAL)
President

Attest:

Roger L. Croser
Asst. Secretary

THE UNDERSIGNED, President of Hepburn Orchards,
Incorporated, who executed on behalf of said corporation the
foregoing Articles of Sale and Transfer, of which this certificate
is made a part, hereby acknowledges, in the name and on behalf of
said corporation, the foregoing Articles of Sale and Transfer to be
the corporate act of said corporation and further certifies that, to
the best of his knowledge, information and belief, the matters and
facts set forth therein with respect to the approval thereof are
true in all material respects, under the penalties of perjury.

HEPBURN ORCHARDS, INCORPORATED

By Edward W. Hepburn (SEAL)
Edward W. Hepburn, President

THE UNDERSIGNED, President of Central Valley Production
Credit Association, who executed on behalf of said federally
chartered instrumentality of the United States of America the
foregoing Articles of Sale and Transfer, of which this certificate

is made a part, hereby acknowledges, in the name and on behalf of said federally chartered instrumentality of the United States of America, the foregoing Articles of Sale and Transfer to be the act of said federally chartered instrumentality of the United States of America, and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

CENTRAL VALLEY PRODUCTION CREDIT
ASSOCIATION

By Robert N. Carpenter (SEAL)
Robert N. Carpenter, President

LAW OFFICES
COSTELLO, DICKINSON, JOHNSTON, GREENLEE, COLEMAN & MCLOUGHLIN, P. C.12 ROUSS AVENUE
SUITE 200POST OFFICE BOX 2740
WINCHESTER, VIRGINIA 22601

(703) 665-0050

OF COUNSEL
JOSEPH S. FARLANDLEWIS M. COSTELLO
THOMAS M. DICKINSON, JR.
GEORGE W. JOHNSTON, III
DOUGLAS A. GREENLEE
H. EDMUNDS COLEMAN, III
DENNIS J. MCLOUGHLIN

BRADLEY C. SNOWDEN

March 27, 1987

Mr. Robert N. Carpenter
Post Office Box 2700
Winchester, Virginia 22601Re: Hepburn Orchards, Inc. Property - Our File No 1164-2

Dear Bob:

Please be advised that Hepburn Orchards, Inc. accepts the proposal made by you at our meeting on March 26, 1987 to convey the assets of Hepburn Orchards, Inc. to the PCA in full satisfaction of the Hepburn Orchards debts with both the PCA and the Federal Land Bank.

The following are the basic terms of this settlement:

1. The assets of Hepburn Orchards, Inc. which are to be conveyed are basically the same assets shown on the list previously submitted to the PCA except for (a) accounts receivable (b) cash (c) key life insurance policy (d) the forklift and other items possibly used in the retail fresh fruit market (e) the computer (f) the Valley Fertilizer and Virginia Fruit Market stock certificates. The assets will be conveyed "as is". The actual numbers of the items may vary by a reasonable amount.
2. The PCA will not assume any accounts payable of Hepburn Orchards, Inc. except those payables which are debts secured by liens against assets of the corporation being conveyed to the PCA, in which event PCA will be assuming these obligations.
3. The debts to be satisfied in exchange for this conveyance includes the \$103,000.00 payment due by Hepburn Orchards, Inc. on March 20, 1987. The satisfaction of the debt with the PCA and Federal Land Bank includes the elimination of all personal liability for such debts on the part of Terry W. Hepburn and Edward W. Hepburn. PCA will prepare for the execution of all parties a formal document which will in addition to releasing the debts mentioned above, provide for mutual releases between PCA, the Federal Land Bank, Hepburn Orchards, Inc., Terry Hepburn and Edward Hepburn.

Mr. Robert Carpenter
Re: Hepburn Orchard, Inc.
March 27, 1987
Page 2.

5. Hepburn Orchards, Inc. will prepare a deed and a bill of sale to convey the assets to the PCA. It will be their job to obtain a title insurance policy for your benefit. All costs of conveyance including reasonable attorneys fees for drafting the deed, bill of sale, title examination, title insurance premiums and all recordation costs shall be borne by PCA.

It was not the intent hereby to list all of the terms of the agreement, but rather to state in general the agreement of Hepburn Orchards, Inc. to this offer. This will also authorize you to meet with Robert Solenberger and/or Harry Byrd, III and discuss with them a sale or lease arrangement.

I am in the process at this time of drafting the deed and the bill of sale and hopefully will be in a position to settle as early as the middle of next week. The only potential delay might be in obtaining the title insurance policy that you are requiring. The reason for this possible delay is that this will depend upon the availability of the attorney who did the title work for Hepburn Orchards. I will be touch with him today and hopefully will be able to have that title policy soon.

If you have any questions about anything contained herein please advise.

Sincerely,


Thomas M. Dickinson, Jr.

TMD/mbb

THIS INDENTURE,

MADE THE 16th day of April, 1987,

BETWEEN: HEPBURN ORCHARDS, INCORPORATED, a corporation created and existing under the laws of the State of Maryland, having its principal office in Hancock, Washington County, Maryland,

Party of the first part, "Grantor;"

A N D

CENTRAL VALLEY PRODUCTION CREDIT ASSOCIATION,
1955 Front Royal Road, P. O. Box 2700,
Winchester, Virginia 22601,

Party of the second part, "Grantee."

WITNESSETH, that the said Party of the first part, for and in consideration of the sum of TWO HUNDRED SEVENTY THOUSAND DOLLARS (\$270,000.00), lawful money of the United States of America, unto it well and truly paid by the said Party of the second part, at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, enfeoffed, released, conveyed, and confirmed, and by these presents does grant, bargain, sell, alien, enfeoff, release, convey and confirm unto the said Party of the second part, its successors, and assigns,

ALL those certain tracts or parcels of real estate lying and being situate in Bethel Township, Fulton County, Pennsylvania, more particularly described as follows:

TRACT NO. 1:

BEGINNING at a triangular monument in the east marginal line of Route 522 and in the boundary line between Maryland and Pennsylvania, said monument being also 13.60 feet west of Mason and Dixon Mile Stone #131, said point of beginning having the following coordinates on the Pennsylvania State Grid System, N 142,014.23 E 1,878,513.97, said coordinates having been determined from Geodetic Station "STATE LINE" which has coordinates of N 142,040.81 E 1,878,306.03, said point of beginning being also in and approximately 1548.9 feet from the beginning of the first of N 89-3/4° W line of the conveyance to Lemuel G. Kirk, recorded Book 52, page 101, and running thence with the following bearings and distances as determined by survey of J. B. Ferguson & Co., Inc., S 88° 47' E 1548.86 feet along the lands now or formerly of Hepburn Orchards, Inc., to a fence post at the common corner between the lands now or formerly of Lemuel G. Kirk, et ux, Hepburn Orchards, Inc., and Marshall Chestnut;

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thence with an existing fence between lands now or formerly of Lemuel G. Kirk, et ux, and said Chestnut, N 19° 57' E 1975.6 feet to a concrete monument in said fence line, a common corner between the lands now or formerly of Kirk, Chestnut, and the Tonoloway Primitive Baptist Church;
 thence N 71° 27' W 665.5 feet to a white oak tree;
 thence N 03° 47' E 391 feet to a concrete monument in the south marginal line of a road;
 thence with said marginal line N 86° 21' W 1525.8 feet to concrete monument 175 feet east of the east marginal line of the Service road east of and parallel to Interstate Route 70;
 thence parallel with said marginal line S 06° 09' W 1655 feet to a concrete monument;
 thence S 16° 51' E 659.7 feet to a concrete monument;
 thence S 01° 42' W 78.8 feet to a concrete monument;
 thence S 72° 52' W 146.4 feet to a pipe post in the east marginal line of said Route 522;
 thence S 15° 11' E 129.2 feet to the point of beginning.
 CONTAINING 104.78 acres.

TOGETHER WITH a right of way over the following described tract of land lying between said service road and the above-described tract:

BEGINNING at an iron pin in and 380.0 feet from the beginning of the 6th, or S 06° 09' W 1655 feet line, of the above description and running
 thence N 83° 51' W 175 feet to the east marginal line of said service road;
 thence with the said marginal line S 06° 09' W 50 feet;
 thence S 83° 51' E 175 feet to an iron pin in said 6th line;
 thence with said 6th line REVERSED N 06° 09' E 50 feet to the point of beginning.
 Said right of way CONTAINING 8,750 square feet.

This tract is SUBJECT to easements for two or more underground pipe-lines as recorded in Deed Book 65, page 161, and Deed Book 66, page 583, and two other easements recorded in Deed Book 60, pages 417 and 418.

TRACT NO. 1 BEING the same lands conveyed by Lemuel G. Kirk and Essie J. Kirk, his wife, to Hepburn Orchards, Inc., by Deed dated April 4, 1967, recorded in Fulton County Deed Book 72, page 78.

TRACT NO. 2:

BEGINNING at the corner of Lot No. 5 on the eastern boundary line of U.S. Highway, Route 522, 404.7 feet from State line marker on the Mason-Dixon Line;
 thence in an easterly direction along Lot No. 5 in the Kirk Plan of Lots, N 77° 50' E 150 feet to eastern line of the said lots;

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thence along lands now or formerly of Lemuel G. Kirk, S 12° 10' E 200 feet to the southeastern corner of Lot No. 1 in the said plan of lots and
 thence along lands now or formerly of Kirk, S 77° 50' W 150 feet to a point on the eastern boundary line of U.S. Highway, Route 522, and
 thence along the eastern boundary of U.S. Highway 522, N 12° 10' W 200 feet to the corner of Lot No. 5, the place of beginning.

This conveyance CONTAINS 4 lots out of the 17 lots in the L.G. Kirk Plan of Lots. The dimensions of each lot is 50 by 150 feet. Each lot CONTAINS 7,500 square feet and the 4 lots CONTAIN 30,000 square feet. LOTS NOS. 1, 2, 3, 4.

BUILDING RESTRICTIONS: No building to be erected on the L.G. Kirk Plan of Lots is to extend beyond the building line, which is 30 feet from the eastern boundary line of U.S. Highway, Route 522.

No business places shall be established upon said lots, except stores, tourist camps, motels, restaurants, and no intoxicating liquors shall be sold upon the premises.

SUBJECT to the right of Cumberland & Allegany Gas Co. to install a gas line along the front of this property anywhere between the building line and the front of the lot.

TRACT NO. 3:

BEGINNING at a point on the eastern boundary line of U.S. Highway Route 522 at the corner of lot now or formerly of James Lewis Deneen, No. 6, and along the eastern boundary of the said highway 454.7 feet from State Line Marker at Mason-Dixon Line;
 thence along the said Lot No. 6 now or formerly of Deneen, N 77° 50' E 150 feet to line of lots and lands now or formerly of L. G. Kirk, et ux;
 thence along lands of the same S 12° 10' E 50 feet to corner of lot now or formerly of Lemuel E. Kirk, et ux;
 thence along lot of the same, No. 4, S 77° 50' W 150 feet to U.S. Highway Route 522;
 thence along said highway N 12° 10' W 50 feet to the corner of the said lot now or formerly of Deneen, Lot No. 6, the place of beginning.
 CONTAINING 7,500 square feet.

TRACTS NOS. 2 & 3 BEING the same lands conveyed by Lemuel E. Kirk and Helen J. Kirk, his wife, to Hepburn Orchards, Inc., by Deed dated January 21, 1968, recorded in Fulton County Deed Book 73, page 348.

TRACT NO. 4:

BEGINNING at a pipe post in the northeastern marginal line 1590

of Route #522, 129.20 feet on a N 15° 11' W, bearing from a State Roads Monument 13.60 feet West of Mason-Dixon mile stone marker No. 131, said monument having Pennsylvania Grid coordinates of 142,014.23 N and 1,878,513.97 E, said coordinates having been determined from Geodetic Station "Station State Line," which has coordinates of N 142,040.81 and E 1,878,306.03;

thence leaving the point of beginning and running with the aforesaid marginal line 1 course and 1 distance, N 15° 11' W 75.50 feet to a point;

thence leaving the marginal line of Route #522, N 74° 49' E 150.00 feet to a point;

thence N 17° 16' 10" W 606.03 feet to a concrete monument at the end of the 6th line, extended 60.85 feet, of a former deed to Hepburn Orchards, Inc., from Lemuel G. Kirk and Essie J. Kirk, his wife, recorded in Deed Book 72, page 78;

thence with said 6th line extended reversed N 06° 9' E 60.85 feet to the end of the 6th line, S 16° 51' E 659.70 feet to a concrete monument;

thence S 01° 42' W 78.80 feet to a concrete monument;

thence S 72° 52' W 146.40 feet to the point of beginning.

CONTAINING 0.57 Acres.

TRACT NO. 4 BEING the same lands conveyed by Essie J. Kirk, widow, to Hepburn Orchards, Inc., by Deed dated March 10, 1969, recorded in Fulton County Deed Book 74, page 73.

TRACT NO. 5:

BEGINNING at a point along Interstate 70;

thence along Interstate 70 N 14° 22' 52" E 1573.54 feet to a point;

thence S 78° 55' 41" E 46.74 feet to a point;

thence S 78° 55' 45" E 158.78 feet to a point;

thence along lands now or formerly of Hepburn Orchards, Inc., S 14° 05' 58" W 380.00 feet to a point;

thence N 75° 54' 02" W 153.00 feet to a point;

thence N 75° 54' 03" W 21.99 feet to a point;

thence S 14° 05' 58" W 50.00 feet to a point;

thence S 75° 54' 03" E 22.74 feet to a point;

thence S 75° 54' 02" E 152.26 feet to a point;

thence continuing along lands now or formerly of Hepburn Orchards, Inc., S 14° 05' 58" W 1225.15 feet to a point;

thence along lands now or formerly of Harper N 09° 31' 12" W 100.17 feet to a point;

thence continuing along lands now or formerly of Harper S 80° 28' 48" W 150.00 feet to a point;

thence N 09° 31' 12" W 50.00 feet to a point;

thence S 80° 28' 48" W 16.78 feet to a point along Interstate 70, the place of beginning.

CONTAINING 7.43 acres, more or less.

For a more particular description of this property, see the draft thereof prepared by M. O. Gladhill & Assoc., dated 10 1981 November 2, 1983, Drawing No. R-166.

TRACT NO. 5 BEING the same lands conveyed by June Elizabeth Clem, single, to Hepburn Orchards, Inc., by Deed dated February 25, 1984, recorded in Fulton County Deed Book 112, page 27.

ALL that parcel of land lying in Thompson Township, Fulton County, Pennsylvania, adjoining the Pennsylvania - Maryland border, described as follows:

TRACT NO. 6:

BEGINNING at a point on the Pennsylvania - Maryland state line;
 thence along lands now or formerly of Robert Day, N 19° 03' 14" E 150.00 feet to a point;
 thence along the same N 73° 08' 25" W 260.37 feet to a point on edge of L.R. 29003, Pa. Route 928;
 thence along the edge of L.R. 29003, Pa. Route 928, N 21° 53' 17" E 1078.67 feet to a point at the beginning of Township Road 305, being an 18-foot cartway leading in a generally easterly direction from L.R. 29003;
 thence continuing along L.R. 29003, N 23° 03' 00" E 1320.40 feet to a point on a curve;
 thence along a curve having a delta of 61° 17' 40", radius of 274.55 feet, arc of 293.71 feet, chord distance of 279.90 feet, and chord bearing of N 53° 41' 50" E to a point;
 thence N 84° 20' 40" E 168.38 feet to a point;
 thence along a curve having a delta of 27° 17' 08", radius of 597.75 feet, arc of 284.66 feet, chord distance of 281.98 feet, and chord bearing of N 70° 42' 06" E to a point;
 thence N 57° 03' 32" E 725.29 feet to a point;
 thence N 57° 03' 32" E 220.82 feet to a point;
 thence along a curve having a delta of 14° 55' 32", radius of 687.82 feet, arc of 179.18 feet, chord distance of 178.67 feet, and chord bearing of N 49° 35' 46" E to a point;
 thence along lands now or formerly of Younker, S 43° 21' 12" E 1474.33 feet to a point;
 thence S 75° 07' 19" E 302.69 feet to a point;
 thence S 23° 22' 28" W 504.37 feet to a point;
 thence S 1° 42' 32" E 108.12 feet to a railroad spike on centerline of Township Route 305;
 thence along centerline of Township Route 305, N 78° 17' 24" E 96.46 feet to a railroad spike;
 thence continuing along same and a curve having a delta of 18° 01' 20", radius of 827.58 feet, arc of 260.31 feet, chord distance of 259.24 feet, and chord bearing of N 89° 38' 28" E to a railroad spike;
 thence S 83° 41' 08" E 80.00 feet to a railroad spike;
 thence along a curve having a delta of 13° 09' 22", radius of 539.84 feet, arc of 215.80 feet, chord distance of 215.81 feet, and chord bearing of N 89° 53' 50" E to a railroad spike;
 thence N 83° 09' 30" E 55.03 feet to a point;
 thence along Section 3 of Marvania Heights, S 15° 45' 27" W 646.38 feet to a point;

2910 1582

thence continuing along Marvania Heights, N 89° 33' 05" E
 30.00 feet to a point;
 thence S 20° 24' 27" W 1083.07 feet to a point;
 thence along Pennsylvania - Maryland state line, S 89° 59'
 22" W 1777.91 feet to a point;
 thence N 18° 01' 00" E 292.07 feet to a point;
 thence due N 224.44 feet to a point;
 thence due N 346.56 feet to a point;
 thence N 3° 50' 32" E 542.29 feet to a railroad spike on an
 18-foot cartway, being Township Route 305;
 thence along said cartway, S 73° 00' 33" W 195.73 feet to
 a railroad spike;
 thence continuing along said cartway, S 77° 27' 34" W 166.68
 feet to a railroad spike;
 thence S 74° 49' 41" W 49.92 feet to a railroad spike;
 thence S 75° 04' 54" W 5.46 feet to a railroad spike;
 thence S 9° 05' 00" W 417.39 feet to a point;
 thence S 79° 22' 24" W 53.90 feet to a point;
 thence S 8° 13' 24" W 177.80 feet to a point;
 thence S 81° 46' 36" E 20.00 feet to a point;
 thence S 8° 33' 54" W 687.80 feet to a point on Pennsylvania
 - Maryland state line;
 thence along Pennsylvania - Maryland state line, S 89° 59'
 22" W 1374.45 feet to a point, the place of beginning.
 CONTAINING 206.02 acres, more or less, and including Lot #4
 of the Marvania Heights Subdivision CONTAINING 1.0 acre,
 more or less, all as designated on the plan and survey by
 G & S Surveys, 220 North Second Street, McConnellsburg,
 Pennsylvania, bearing date of 7/30/79, Drawing No. G-94,
 recorded in Fulton County Plat Book 2, page 23.

SUBJECT to a right of way of Township Route 305 leading in an
 easterly direction from L.R. 29003, Pa. Route 928.

SUBJECT to a right of way in favor of Columbia Gas Transmission
 Corporation along the entire southern boundary of the property
 and parallel to the Pennsylvania - Maryland border.

TRACT NO. 6 BEING the same lands conveyed by Louis Kaplan and
 Edward Kaplan by his Attorney in Fact by Power of Attorney
 dated May 11, 1979, recorded in Fulton County Deed Book 92,
 page 535, trading and doing business as Timber Ridge Heights
 Development Company, to Hepburn Orchards, Inc., by Deed dated
 December 1, 1980, recorded in Fulton County Deed Book 98,
 page 205.

TOGETHER WITH all and singular the said property, improvements,
 ways, waters, water courses, rights, liberties, privileges,
 hereditaments and appurtenances whatsoever thereunto belonging,
 or in anywise appertaining, and the reversions and remainders,
 rents, issues and profits thereof, and all the estate, right,
 title, interest, property, claim and demand whatsoever, of the
 said Party of the first part, in law, equity or otherwise how-
 soever, of, in and to the same and every part thereof. 2910 1593

Received for Record
at o'clock M.
Liber folio

THIS CONFIRMATORY DEED, Made this day of
1987, by HEPBURN ORCHARDS, INCORPORATED, also known as HEPBURN
ORCHARDS, INC., a corporation organized and existing under the Laws of the
State of Maryland, Witnesseth, that:

WHEREAS Articles of Transfer for Hepburn Orchards, Inc. dated
were filed at the Maryland Department of Assessments and Taxation on
and this Confirmatory Deed is given to convey record title to the real
property of the transferor.

NOW THEREFORE, THIS DEED FURTHER WITNESSETH: That for
and in consideration of the sum of ONE MILLION THREE HUNDRED THIRTY
THOUSAND (\$1,330,000.00) DOLLARS, the said HEPBURN ORCHARDS,
INCORPORATED, also known as HEPBURN ORCHARDS, INC. does hereby
grant and convey unto CENTRAL VALLEY PRODUCTION CREDIT
ASSOCIATION, all the following eleven parcels of land, situate in Election
District No. 5, and more particularly described as follows:

PARCEL NO. 1: All that tract or parcel of land, together with the
improvements thereon, situate in the Hancock Election District, in Washington
County, Maryland, just South of the Mason-Dixon Line, CONTAINING 275.50 acres
of land, more or less; and being the remaining part of Parcels Nos. 1, 2 & 3
in the deed from Edward W. Hepburn and Olive D. Hepburn, his wife, to Hepburn
Orchards, Incorporated, dated the 1st day of January, 1969, and recorded in
Liber 345, folio 279, among the Land Records of Washington County, which deed
is hereby referred to and made part hereof. Parcel No. 1 is conveyed subject
to that certain Lease Agreement between Hepburn Orchards, Incorporated, and
Columbia Gas of Maryland, Inc., dated March 26, 1969, and recorded in Liber
488, folio 484, among the Land Records of Washington County, which agreement
is hereby referred to and made part hereof.

PARCEL NO. 2: All that lot or parcel of land, together with the
improvements thereon, situate on the Western side of U.S. Route No. 522, just
North of the corporate limits of the Town of Hancock, CONTAINING 0.501 of an
acre of land, more or less; and being the same real property which was
conveyed to Hepburn Orchards, Incorporated, by deed from Oscar R. Day, et al,
dated May 7, 1968, and recorded in Liber 470, folio 294, among the Land
Records of Washington County, which deed is hereby referred to and made a part
hereof.

PARCEL NO. 3: All those two tracts or parcels of land, together
with the improvements thereon, situate in Election District No. 5 in
Washington County, Maryland, known as the James Orchard, and CONTAINING in the
aggregate 122 acres and 113 perches of land, more or less, and being part of
the real property conveyed by Edward W. Hepburn and Olive D. Hepburn, his
wife, to Hepburn Orchards, Inc., by deed dated January 1, 1959, and recorded
in Liber 345, folio 279, among the Land Records of Washington County, which
deed is hereby referred to and made part hereof.

PARCEL NO. 4: All that tract or parcel of land adjoining Parcel No. 1 on its Northern boundary and Interstate 70 on its Southern boundary in Election District No. 5, Washington County, Maryland, and CONTAINING 25.19 acres of land, more or less, and being the same real property conveyed to Hepburn Orchards, Inc., by deed from Essie J. Kirk, widow, dated the 10th day of March, 1969, and recorded in Liber 487, folio 77, among the Land Records of Washington County, which deed is hereby referred to and made part hereof.

PARCEL NO. 5: Being all that tract or parcel of land, together with the improvements thereon, situate in Election District No. 5, Washington County, Maryland, CONTAINING 159.58 acres of land, more or less, and being the same real property which was conveyed to Hepburn Orchards, Incorporated, by deed from Hyman P. Tatelbaum, Trustee, dated March 22, 1966, and recorded in Liber 438, folio 80, among the Land Records of Washington County, which deed is hereby referred to and made part hereof.

PARCEL NO. 6: Being all that tract or parcel of land, together with the improvements thereon, situate about two and one-fourth miles Northeast of the Town of Hancock in Washington County, Maryland, and CONTAINING 102-1/2 acres and 36 perches of land, more or less; and being the same real property which was conveyed to Hepburn Orchards, Incorporated, by deed from Frances Z. Fritz, widow, dated the 27th day of December, 1962, and recorded in Liber 388, folio 571, among the Land Records of Washington County, Maryland, which deed is hereby referred to and made part hereof.

PARCEL NO. 7: Being all that tract or parcel of land, together with the improvements thereon, situate East of Timber Ridge Road No. 1 in Election District No. 5, Washington County, Maryland, and CONTAINING 129.5 acres of land, more or less; and being the same real property which was conveyed to Hepburn Orchards, Incorporated, by deed from Welty J. Leatherman and wife, dated the 18th day of February, 1961, and recorded in Liber 365, folio 83, among the Land Records of Washington County, which deed is hereby referred to and made part hereof.

PARCEL NO. 8: Being all that tract or parcel of land, together with the improvements thereon, situate about three miles Northeast of Hancock, in Washington County, Maryland, and CONTAINING 2 acres and 54 perches of land, more or less; and being the same property which was conveyed to Hepburn Orchards, Incorporated, by deed from Clarence M. Lamberson and Maggie M. Lamberson, his wife, (with description corrected according to description to correspond with deed recorded in Liber No. 61, folio 333, among the Land Records of Washington County) dated June 25, 1943, and recorded in Liber 395, folio 212, among the aforesaid Land Records, which deed is hereby referred to and made part hereof.

PARCEL NO. 9: Being all that lot of ground, together with the improvements thereon, situate in District No. 5, Washington County, Maryland, the same fronting 131 feet on the East marginal line of the Road leading from Hancock, Maryland, to Warfordsburg, Pennsylvania, and running back therefrom 625 feet, more or less, to the West marginal line of lands now or formerly owned by J. S. B. Resley; and CONTAINING 1.80 acres of land, more or less, and being the same property which was conveyed to Hepburn Orchards, Inc., by deed dated September 9, 1980, and recorded in Liber 706, folio 589, among said Land Records, which deed is hereby referred to and made part hereof.

2910 1595

PARCEL NO. 10: Being all those parcels or tracts of land, situate in Election District No. 5, Washington County, Maryland, Parcel No. 1 of which being situate East of Timber Ridge Road No. 1, and South of the Mason-Dixon Line as shown on Washington County Tax Map No. 4, and CONTAINING 9.23 acres of land, more or less, and Parcel No. 2 of which being situated approximately 4,200 feet from the East side of Timber Ridge Road No. 1 and South of the Mason-Dixon Line as shown on Washington County Tax Map No. 4, and CONTAINING 31,951.23 square feet or 0.73 acres of land, more or less; and being the same property which was conveyed to Hepburn Orchards, Incorporated, by deed from Jesse L. Kagle, Jr. and Audrey B. Kagle, his wife, and Robert D. Kagle, dated January 30, 1978, and recorded in Liber 654, folio 82, among the aforesaid Land Records, which deed is hereby referred to and made part hereof.

PARCEL NO. 11: Being all that tract or parcel of land, situate 1,000 feet, more or less, West of Pennsylvania Avenue, in the Town of Hancock, in Election District No. 5, of Washington County, Maryland, and CONTAINING 0.89 acres of land, more or less; and being the same property which was conveyed unto Hepburn Orchards, Incorporated, by deed from Norman Rosen and Odell H. Rosen, dated October 25, 1982, and recorded in Liber 735, folio 589, among the aforesaid Land Records, which deed is hereby referred to and made part hereof.

The above described property intended to be conveyed to the Grantee herein is to be all the real estate owned by the Grantor herein in Washington County, Maryland.

The above described property is hereby conveyed together the following: (1) the right to lay water pipe lines as set forth in an Agreement between H. Gerald Smith and Moynelle F. Smith and-wife, dated June 2, 1962, and recorded among the Land Records of Washington County, Maryland, in Liber 381, folio 778; (2) an easement or right of way set forth in right of way granted by John Hughes Stotlemeyer and Helen Irene Stotlemeyer, his wife, to Hepburn Orchards, Incorporated, dated December 26, 1983, and recorded in Liber 402, folio 541, among said Land Records (3) an Agreement by and between Welty J. Leatherman and Emily M. Leatherman, his wife, and Hepburn Orchards, Incorporated, dated February 18, 1962, and recorded among the aforesaid Land Records in Liber 381, folio 776, and as modified by Modification of Easement Agreement, by and between John A. Cavey and J. Gwynne Cavey, his wife, and Hepburn Orchards, Incorporated, dated April 15, 1987, and recorded among said Land Records in Liber 841, folio 641.

The above described parcels of land are hereby conveyed subject to and together with any and all other conditions, restrictions, easements and rights of way of record applicable thereto.

And the Grantor herein does hereby covenant that, except as to the aforesaid conditions, restrictions, easements and rights of way, they will warrant specially the property hereby conveyed and that they will execute such other and further assurances of title as may be legally requisite.

IN WITNESS WHEREOF, the said Hepburn Orchards, Incorporated, also known as Hepburn Orchards, Inc. has caused its name to be subscribed hereto by Edward W. Hepburn, its President and its corporate seal to be hereto affixed and attested by B. Anne Hepburn, its Secretary.

HEPBURN ORCHARDS, INCORPORATED
also known as Hepburn Orchards, Inc.

WITNESS TO SIGNATURE AND
ATTEST TO CORPORATE SEAL:

By Edward W. Hepburn (SEAL)
Edward W. Hepburn
President

B. Anne Hepburn
B. Anne Hepburn, Secretary

COMMONWEALTH OF VIRGINIA,

I HEREBY CERTIFY that on this _____ day of _____, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward W. Hepburn, President of Hepburn Orchards, Incorporated, also known as Hepburn Orchards, Inc., and acknowledged the foregoing deed to be the corporate act and deed of said Hepburn Orchards, Incorporated, also known as Hepburn Orchards, Inc., and at the same time he also acknowledged that the consideration set forth in said is correct.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires: 7/1/90

THIS IS TO CERTIFY that the recordation taxes and transfer taxes were paid to the Department of Assessment and Taxation with the filing of Articles of Transfer for Hepburn Orchards, Inc., as hereinabove referred to.

HEPBURN ORCHARDS, INCORPORATED
also known as Hepburn Orchards, Inc.

By Edward W. Hepburn (SEAL)
Edward W. Hepburn, President

THIS IS TO CERTIFY that the within instrument was prepared by or under the supervision of the undersigned, an Attorney duly admitted to practice before the Court of Appeals of Maryland.

Robert B. Stone
Robert B. Stone, Attorney

MAIL TO:

2910 1597



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

599

DOCUMENT CODE

12 D

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

Hepburn Orchards,
Inc. D0092197~~Surviving~~

(Transferee)

Central Valley
Production Credit
Association

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	384	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73	4	Cert. of Conveyance

Wash. Co.

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	4389	Recordation Tax
22	6650	State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

11077

Check

Cash

Documents on 2 checks

APPROVED BY:

A

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED JUL 29 1987

Corp. Depts.

Piper & Harbury

4100 Charles Center South

38 South Charles Street

Baltimore, Maryland 21201

NOTE:

6 separate Dec. of Intent
filed herewith (mailed to Lena
Mills - Wash. Co. Assesment
office)

2910 1598

ARTICLES OF SALE AND TRANSFER
BETWEEN
HEPBURN ORCHARDS, INCORPORATED (A MD. CORP.)-TRANSFEROR
AND
CENTRAL VALLEY PRODUCTION CREDIT ASSOCIATION - TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 22, 1987 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 34

25% \$8.50

\$ _____

Certificate to Washington Co.

4.00

38.00 Total

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



GCS

A 228462

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2910 1567

Received for record July 23, 1987 at 9:35 AM
Corporation Liber 37

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD 601

4/21/87 at 9:45

ARTICLES OF REVIVAL

DEEDS, INCORPORATED, a Maryland Corporation having its principal office in Washington County, Maryland, (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of the Charter was DEEDS, INCORPORATED.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be DEEDS, INCORPORATED, which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Route # 3, Box 328C Hagerstown, Maryland, 21740, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland at the time of the forfeiture of its Charter was Paul E. Deeds whose post office address was Route # 2, Clear Spring, Maryland 21722. The name and post office address of the new resident agent of the Corporation in the State of Maryland now are Donald R. Clopper, Route # 3, Box 328C, Hagerstown, Maryland, 21740.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

A. Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its charter had not been forfeited; and

B. Paid all state and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed by its last acting Secretary all as

RECORD
9556CHCK
01987 7-23
5:00
AP:35

2909 1670

of this 20th day of April, 1987.

DEEDS, INCORPORATED

(SEAL)

BY:

Donald R. Clopper
Donald R. Clopper, President

ATTEST TO CORPORATE SEAL:

Bernhard G. Charles
Bernhard G. Charles, Secretary

THE UNDERSIGNED, the last acting President and Secretary of Deeds, Incorporated, who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated April 20, 1987.

Donald R. Clopper
Donald R. Clopper, President

Bernhard G. Charles
Bernhard G. Charles, Secretary

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Bernhard G. Charles Secy. of Deeds Incorporated.
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Bernhard G. Charles
 (PRINT NAME BENEATH SIGNATURE)
 BERNHARD G. CHARLES

I hereby certify that on April 24, 1937 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

BALTIMORE COUNTY personally appeared
 (insert name or county for which notary is appointed)

BERNHARD G. CHARLES and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.



As witness my hand and notarial seal

Max Rabinowitz
 (Signature of notary public)

My Commission expires Aug 1, 1940.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18 9

BUSINESS CODE

COUNTY

#

D03 28302

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51	0	Foreign Name Registration
13	4	Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

56

Check

Cash

Documents on checks

APPROVED BY:

PCM

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

B. G. Charles

Rt 1 Box 15

Big Spring Md

21722

NOTE:

ARTICLES OF REVIVAL
OF
DEEDS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND *April 21, 1987*

AT *9:45*

O'CLOCK

A M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ *20.00* *25% 5.00*

SPECIAL
FEE PAID:

\$ *30.00*

TO THE CLERK OF THE COURT OF *Washington County*

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 228548

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO. 2909 1669

606

3/27/87

10:20

HORST MASONRY, INC.
ARTICLES OF INCORPORATION

1987 MAR 2
RECORD
A 9557CHK 5.00
D1937 7-23 A9:36 5.00
ID: 20

FIRST: I, CLARENCE E. HORST, whose post office address is Route 6, Box 35R, Salem Road, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is HORST MASONRY, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To carry on, in all branches thereof, the business usually carried on by stone and brick masons, tile layers, and stone renovators; to make and perform contracts for all erection, construction, alteration, and repair of all kinds of buildings composed in whole or in part of natural stone, brick, cement, artificial stone, stucco, or other materials; and for renovating, cleaning, repainting, and repairing of stone and brick work; for tile laying of all kinds, plastering, painting, laying brick and concrete sidewalks, cellar floors, relining boilers, and furnaces, building and repairing brick, stone, and cement walls.

(2) To engage in the business of making estimates on and erecting and constructing buildings, docks, wharves, sidewalks, roadways, and any other structure or thing that is to

9063-1322

1987 1204

be made of concrete, and to do the concrete construction work on any structure or other thing that is in whole or in part to be made of concrete; to manufacture, buy, and sell concrete blocks of all kinds, shapes, and sizes. To acquire and hold the necessary plant and equipment to carry out the above objects and to acquire, by purchase or otherwise, such gravel beds and sand banks as may be necessary.

(3) To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage, and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment and facilities for prosecuting its business.

(4) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 6, Box 35R, Salem Road,

Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Fredric G. Antenberg, Suite 409, One Mall North, 10025 Governor Warfield Parkway, Columbia, Maryland 21044. Said Resident Agent is an individual acutally residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value.

SEVENTH: The number of directors of the Corporation shall be two (2), which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

CLARENCE E. HORST
RENEE D. HORST

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of MARCH, 1987, and I acknowledge the same to be my act.

WITNESS:


CLARENCE E. HORST, Incorporator

STATE OF MARYLAND *
* SS:
COUNTY OF HOWARD *

I, FREDRIC G. ANTENBERG, a Notary Public in and for the State of Maryland, County of Howard, hereby certify that on the 25th day of MARCH, 1987, personally appeared before me CLARENCE E. HORST, who being duly sworn by me, declared that he is the person who signed and acknowledged the foregoing document as Incorporator and that the statements therein contained are true to the best of his knowledge and belief.


NOTARY PUBLIC

My commission expires: 7-1-90

C000425





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 21# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code _____

ATTENTION: _____

MAILED JUL 29 1987

MAIL TO ADDRESS:

Fredric Antenberg

10025 Gov. Warfield

#409 Plum

Columbia Md 21044

NOTE:

TOTAL
FEES40

Check

Cash

Documents on _____ checks

APPROVED BY:

PCM

ARTICLES OF INCORPORATION
OF
HORST MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 27, 1987 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2314318

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
FREDRIC G. ANTENBERG
ONE MALL NORTH, SUITE 409
10025 GOVERNOR WARFIELD PARKWAY
COLUMBIA MD 21044

180C3001741

A 227034



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2903 1203

3-30-87

9:00a

RECORD 5.00
A 9558CHCK 5.00
01987 7-23 A9:38

ARTICLES OF INCORPORATION OF

NEW YORK, NEW YORK, INCORPORATED

WE, THE UNDERSIGNED, natural persons of legal age, acting as Incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is New York, New York, Incorporated.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose(s) for which the corporation is organized are: To operate a professional Beauty Salon and Hair Care Business and transact any other lawful activity for which this corporation may be incorporated.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares of par value of \$1.00 per share common stock, one class, no series, for a total authorized capital of \$2,000.00.
- FIFTH: The corporation will not commence business until at least \$500.00 have been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: none.
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: governed by the bylaws which shall be adopted by the majority of the directors.
- NINTH: The address of the initial registered office of the corporation is: Route 1, Box 380, Boonsboro, Maryland 21713 and the name of its initial registered agent at such address is Mary L. Riser.
- TENTH: Address of the principal place of business is Route 1, Box 380, Boonsboro, Maryland 21713.

70860020

2906 1645

ELEVENTH:

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Mary L. Riser

Route 1, Box 380
Boonsboro, MD 21713

Charles R. Riser

Route 1, Box 380
Boonsboro, MD 21713

The name and address of each incorporator is:

Mary L. Riser

Route 1, Box 380
Boonsboro, MD 21713

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 25th day of February, 1987.

Mary L. Riser
Mary L. Riser

Barbara M. Wyand
Notary
My Commission Expires July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0BUSINESS CODE 03COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>12</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MARY L. RISERROUTE 1, BOX 333ROCKFORD, MD 21785

NOTE: _____

TOTAL
FEES481 Check

Cash

Documents on 1 checksAPPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
NEW YORK, NEW YORK, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 30, 1987 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2314938

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
MARY L. RISER
RT. 1, BOX 380
BOONSBORO

MD 21713

181C3001803

A 227106



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2906 1644

ARTICLES OF INCORPORATION

OF

ORCHARD VENTURES, INC.

1987
RECORD 5.00
A 7557CHCK 5.00
01987 7-23 A9:39

THIS IS TO CERTIFY:

3-31-87

11:27a

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is ORCHARD VENTURES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To operate fruit orchards in the states of Maryland, Virginia, West Virginia and Pennsylvania, and to pack and sell fruit.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office of the principal office of the Corporation in this State is c/o Mackley, Gilbert & Marks, 35 East Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kenneth J. Mackley, Mackley, Gilbert & Marks, 35 East Washington Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is thirty-five thousand

7091805-1

1987 2846

(35,000) shares of the par value of Five Dollars (\$5.00) per share, all of single class, and having an aggregate par value of One Hundred Seventy-five Thousand Dollars (\$175,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than four; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are C. Robert Sollenberger, Harry F. Byrd, III and Lewis Costello.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30th day of March, 1987.

WITNESS:

Karen Palmer

Kenneth J. Mackley (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of March, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Karen Palmer
Notary Public

My Commission Expires:
July 1, 1990

2504 2847



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02BUSINESS CODE 03COUNTY 71

P.A. 02

Religious _____

Close _____

☒ Stock _____

Nonstock _____

Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>35</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>17</u>	<u>4</u> Certified Copy <u>8p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Kenneth Mackley
35 East Wash St
Hagerstown, Md
21740

TOTAL
FEES72☒ Check

_____ Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: GP

COPIED
 COPY MADE

ARTICLES OF INCORPORATION
OF
ORCHARD VENTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 31, 1987 AT 11:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 35

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2315992

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
KENNETH J. MACKLEY
35 EAST WASHINGTON STREET
HAGERSTOWN MD 21740

183C3000081

A 227198



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2904 2945

620

RECORD
A 9560CHCK
01987 7-23 A9:41

Received for record July 23, 1987
at 9:41 AM Corporation Liber 37

4/2/87

9:27

ARTICLES OF INCORPORATION

CARL L. GORDON CONSTRUCTION, INC.

THIS TO CERTIFY:

FIRST: That I the subscriber, Willie J. Mahone, whose post office address is 12 South Market Street, Frederick, Maryland 21701, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, present these Articles of Incorporation to the State Department of Assessments and Taxation, with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is CARL L. GORDON CONSTRUCTION, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) To engage in the repair and construction of residential and commercial properties, road-ways and other facilities.

(b) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time time.

FOURTH: The post office address of the principal office of the Corporation in this State is 207 Alexander Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Carl L. Gordon, 207 Alexander Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

1987 APR -2 A 9:27

WILLIE J. MAHONE
ATTORNEY AT LAW
12 SOUTH MARKET STREET
FREDERICK, MD. 21701
TELEPHONE
301-662-9022

79923037

2905 0303

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Diane K. Gordon, Vickie Armstrong, and Carl L. Gordon.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the

Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(1) As used in this article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a preceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than

a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this the 30th day of March, 1987.

WILLIE J. MAHONE
ATTORNEY AT LAW
12 SOUTH MARKET STREET
FREDERICK, MD. 21701

TELEPHONE
301-662-9022

Willie J. Mahone
WILLIE J. MAHONE

STATE OF MARYLAND,

SS

COUNTY OF FREDERICK

I HEREBY CERTIFY that on this the 30th DAY OF March, 1987, before me, the subscriber, a Notary Public in and for the aforesaid County, personally appeared WILLIE J. MAHONE, and acknowledged the foregoing Article of Incorporation to be his act.

WITNESS my hand and notarial seal the day and year last above written.

Catherine M. Borum
Notary Public

My Commission Expires: July 1, 1990

WILLIE J. MAHONE
ATTORNEY AT LAW
OUTH MARKET STREET
REDERICK, MD 21701

TELEPHONE
301 662-9022



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

625

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAILED JUL 29 1987

MAIL TO ADDRESS:

Willie Mahone
12 S. Market St

Fredrick, Ind 21761

NOTE:

TOTAL
FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
CARL L. GORDON CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 2, 1987 AT 9:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 75¢

SPECIAL
FEE PAID:

\$

02316651

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIE J. MAHONE
12 S. MARKET STREET
FREDERICK

MD 21701

183C3000147

A 227253



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2905 0302

627

Received for record July 23, 1987 at 9:42 AM Corporation Liber

37

ARTICLES OF INCORPORATION

OF

HOPEWELL SHEETMETAL MANUFACTURING, INC.

RECORD	5.00
A 9561CHCK	5.00
01987 7-23	A9:42

THIS IS TO CERTIFY:

FIRST: That, We, the subscribers, Robert D. Horn, and Sara J. Horn, whose post office address is Route 4, Box 162 AA, Hagerstown, Maryland 21740, both being of legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereafter called the Corporation) is: "Hopewell Sheetmetal Manufacturing, Inc."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To manufacture, construct, process, build, install, buy, sell, and otherwise handle sheetmetal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real,

2907 0609

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

at 10:21 a.m.

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes

2-28-70 DE 11

or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 2, Box 385A, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert D. Horn, whose post office address is Route 4, Box 162AA, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and a maximum of three (3) directors and Robert D. Horn and Sara J. Horn

2907 0611

shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 26th day of March, 1987.

WITNESS:

Judith A. Boyer

Judith A. Boyer

Robert D. Horn (SEAL)
Robert D. Horn

Sara J. Horn (SEAL)
Sara J. Horn

2907 0612

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of March, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT D. HORN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judith A. Bloyer
Notary Public

My Commission Expires: July 1, 1990

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of March, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared SARA J. HORN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judith A. Bloyer
Notary Public

My Comm. Expires
7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burnet, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

21

#

P.A.

Religious

Close

☒ Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

David Poole, Jr
81 W. Washington St
Hagerstown, Md
21740

NOTE:

APPROVED BY:

PCm

ARTICLES OF INCORPORATION
OF
HOPEWELL SHEETMETAL MANUFACTURING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 3, 1987 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2319929

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
DAVID POOLE, JR.
81 W. WASHINGTON STREET
HAGERSTOWN MD 21740

186C3000474

A 227648



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2907 0608

Record 5:50
A 9563Chck 5:50
01987 7-23
A9:44

Received for record July 23, 1987

at 9:44 AM
Corporation
Liber 37

ARTICLES OF INCORPORATION

OF

MAR-CAL CONSTRUCTION COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation, being of full legal age, hereby presents these Articles to the State Department of Assessments and Taxation with the intention of forming a corporation under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations.

Article I

NAME

The name of this Corporation is MAR-CAL Construction Company, Inc. (hereinafter the "Corporation").

Article II

NATURE OF BUSINESS

The purposes for which the Corporation is formed are:

To carry on and conduct a general construction contracting business, including therein the designing, constructing, enlarging, repairing, renovating, removing, or otherwise engaging in any work upon residential, commercial or any other building, roads, highways, manufacturing plants, bridges, piers, docks, mines, shafts, waterworks, railroads, railway structures, and all iron, steel, wood, masonry concrete and earth construction, and to extend and receive any contracts or assignments of contracts therefor, or relation thereto, or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith.

To acquire, own, lease, operate and dispose of any and all types of equipment and otherwise acquire, own, lease and deal in or with real and personal property, securities and investments of every kind, nature and description and provide management and other services for individuals, sole proprietorships, partnerships and corporations seeking to acquire, own, and lease equipment and engaged in any type of business, profession or enterprise in any state or territory of the United States or in any foreign country as the case may be, in which this Corporation may then be doing or performing any of the aforesaid matters.

70963631

2907 1472

To conduct the business mentioned within and without the State of Maryland, and to buy, own, mortgage, grant, bargain, sell and convey real and personal property, necessary or convenient for carrying on business of the nature specified herein.

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects therein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

To acquire, and pay for in cash, stock or bonds, of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

The foregoing objects and purposes shall, except when otherwise specified, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

Article IIICAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue is 2,000 shares of Common Stock having a \$1.00 par value per share, such Common Stock being all of one class and bearing one vote per share, which vote shall be noncumulative. No Stockholder shall have a preemptive right to acquire any shares of stock of the Corporation.

Article IVADDRESS AND RESIDENT AGENT

The name of the resident agent and the address of the registered office of the Corporation are:

Jerome D. Martin, Jr.
25 S. Water Street
Smithsburg, Maryland 21783

Said resident agent is a citizen of the State of Maryland and actually resides therein.

The address of the principal office of the Corporation in the State of Maryland is: 25 S. Water Street, Smithsburg, Maryland 21783. ✓

Article VDIRECTORS

This Corporation shall have two (2) Directors, initially, and Jerome D. Martin and Theresa Callamari shall serve as Directors until the first annual meeting and until their successors are duly elected and qualified. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders to the extent permitted by law, but shall not be less than the number of Stockholders.

Article VICONTRACTS

Any contract or other transaction between this Corporation and any one or more of its Directors, individually

2907 1474

or jointly, or between this Corporation and any other firm, corporation, or association of which one or more of its Directors are stockholders, members, officers, directors, or employees, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, or ratify such contract or transaction by the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors constitute less than a quorum at such meeting. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. Every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

Article VII

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power to deny to the holders of the Common Stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no Stockholder shall have any preemptive right to subscribe to any such stock.

The Board of Directors of this Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

2907 1475

Article VIIIAMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment (including an amendment or amendments changing the terms of any of the outstanding stock by classification, reclassification, or otherwise) shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a Stockholders' meeting by the affirmative vote of two-thirds (2/3) of all the stock entitled to vote thereon; or, alternatively, all of the Directors and all of the Stockholders shall sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

Article IXINDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors, that such settlement was (or, if still to be made, is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of general counsel of the Corporation, if such counsel is not involved therein (or, if involved, then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 23rd day of March, 1987, and acknowledged the same to be my act.

Thomas G. Olp

Thomas G. Olp
Attorney for the Corporation
407 Gralan Road
Catonsville, MD 21228

5899U

2907 1477

640



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 20 Organ. & Capitalization
 61 22 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Req.
 51 Foreign Name Registration
 13 12 1 Certified Copy 6
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

THOMAS G. OLD

407 GRALAN ROAD

CATONSVILLE, MD 21228

TOTAL FEES

54

Check

Cash

Documents on 1 checks

APPROVED BY:

MP

NOTE:

2907 1478

ARTICLES OF INCORPORATION
OF
MAR-CAL CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 6, 1987 AT 11:36 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 22

SPECIAL
FEE PAID:

\$

D2320687

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
THOMAS G. OLP
407 GRALAN ROAD
CATONSVILLE

MD 21228

187C3000550

A 227719



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2907 1471

642

RECORD
A 9565CHCK
01987 7-23 49:46
5.00
5.00

Received for record July 23, 1987 at 9:46 AM Corporation
STATE DEPARTMENT OF ASSESSMENTS Liber 37
A. J. GRIFFIN

RECEIVED FOR RECORD

4/8/87 at 10:38 .m.

PERSONAL CARE REFERRALS, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schilct, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is Personal Care Referrals, Inc. (hereinafter called the "Corporation").

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The purposes for which the Corporation is formed are:

1. To engage in the business of procuring nurse's aides and nurses and other independent contractors and employees for patients and other employers; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted a corporation by the General Laws of the State of Maryland, as amended from time to time.

2907 2920

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FIFTH: The post office address of the principal office of the Corporation is Route 2, Box 445, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is Sue A. McConnell, Route 2, Box 445, Smithsburg, Maryland 21783. The Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Sue A. McConnell.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 6th day of April, 1987.

WITNESS:

Carolyn D. Spigler

William McC. Schildt

644



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

✓ Close

✓ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Strote, Schilt + Varner
138 W. Washington St
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
PERSONAL CARE REFERRALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 8, 1987 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 25.00 = 5.00

D2322063

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
STRITE, SCHILDT & VARNER
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

189C3000688

A 227859



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2907 2919

5.00
5.00
5.00
RECORD
9566CHCK
01987Received for record July 23, 1987 at 9:43 AM Corporation
Liber 37

INTERSTATE TRUCK CARRIERS, INC.

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

INTERSTATE TRUCK CARRIERS, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is 133 E. Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are C. B. Truax, Darlene Truax, and Tammy Sue Steiner.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

STATE DEPARTMENT OF AGGRIEMENTS
AND TAXATION

71038070

APR 29 1987 2908 2196
4/10/87 at 11:40 A.M.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

2908 2197

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be two-thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and,

2908 2198

with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors

2908 2199

of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of April, 1987 and I acknowledge the same to be my act.

WITNESS:

Judith Ann Butts

Dixie C. Newhouse
Dixie C. Newhouse

1987 APR 13 A 10:06

2908 2200



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

651

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

79 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

CREAGER & NEWHOUSE, PA.
1329 PENNSYLVANIA AVE.
HAGERSTOWN, MD 21740

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

M. R. [Signature]

NOTE:

2908 2201

ARTICLES OF INCORPORATION
OF
INTERSTATE TRUCK CARRIERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 10, 1987 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 2500 5.00

D2323079

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CREAGER & NEWHOUSE, P.A.
1329 PENNSYLVANIA AVE.
HAGERSTOWN MD 21740

191C3000789

A 229196



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2908 2195

653

ARTICLES OF INCORPORATION

FIRST: I, William J. Durkin, Jr., whose post office address is 1990 M Street, N.W., Washington, D. C. 20036, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Tritch Medical Associates, P.A.

THIRD: The purposes for which this Corporation is formed are as follows:

To engage in the general practice of medicine and to do all other things in compliance with Title 5 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time, as it relates to professional corporations.

FOURTH: The post office address of the principal office of the Corporation is 1155 The Terrace, Hagerstown, Maryland 21740. The name and post office address of the Registered Agent of the Corporation in this State is Robert W. Chambers, M.D., 1155 The Terrace, Hagerstown, Maryland 21740. Said Registered Agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares of Common stock with par value of One Dollar (\$1.00), all of one class.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one director.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Robert W. Chambers, M.D., and Harold R. Tritch, M.D.

71008070

RECORD
A 9567CHCK
01987 7-23 09:50

APPROVED FOR RECORD

4/10/87 at 11:45 a.m.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEVENTH: The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Board of Directors of the Corporation is empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

The Corporation shall indemnify a corporate representative of the Corporation in connection with any proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 7th day of April, 1987 and I acknowledge the same to be my act.

Mark C. Hayes
WITNESS

TD20:23

William J. Durkin, Jr.
William J. Durkin, Jr.
(Incorporator)



State Department of Assessments and Taxation

Gene L. Burnet, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

75	_____	Special Fee
30	_____	For. Limited Partnership
33	_____	Cert. Limited Partnership
34	_____	Amendment to Limited Partnership
35	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
1A	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

WILLIAM J. DURBIN, JR.1990 M. STREET, N.W.SUITE 730WASHINGTON, DC 20036

NOTE: _____

TOTAL
FEE40

Check

Cash

Documents on 1 checksAPPROVED BY: ML

ARTICLES OF INCORPORATION
OF
TRITCH MEDICAL ASSOCIATES, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 10, 1987 AT 11:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2323491

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
WILLIAM J. DURKIN, JR.
1990 M. STREET, N.W.
SUITE 700
WASHINGTON

DC 20036

192C3000831

A 229262



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2909 0996

Articles of Incorporation

of

METRO LUBRICATION, INC.

(A Close Corporation Under Article 4)

1. Incorporator. The undersigned, Andrew J. Sherman, whose address is 603 King Street, Fourth Floor, Alexandria, Virginia, 22314, being at least 21 years of age, does hereby form a corporation under the General Laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the "Corporation," is Metro Lubrication, Inc.

3. Purposes. The purposes for which the corporation is organized are to own and operate automobile service franchises, and any and all other lawful businesses for which corporations may be incorporated in the State of Maryland.

4. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4.

5. Registered Officer and Agent. The post office address of the principal office of the Corporation in Maryland is 3 Spring Valley Drive, Washington County, Hagerstown, Maryland, 21740. The name and post office address of the registered agent of the Corporation in Maryland is Patrick J. Dattilio at the same address. Such resident agent is a citizen of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has the authority to issue is One Thousand (1000) shares of the par value of one cent (\$.01) per share, all of one class, and having an aggregate par value of Ten Dollars (\$10.00).

7. Preemptive Rights Denied. No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation.

8. Board of Directors. After the completion of the organizational meeting of the directors and shareholders and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is: Patrick J. Dattilio.

71068361

dataoi/ajs4
04/14/87


Page 1

A
RECORD
9568CHCK
01987 7-23
5.00
5.00
A9:50

2910 0201

9. Duration. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 14, 1987, and severally acknowledge the same to be my act.


Andrew J. Sherman



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

SCOTT SMITH & ASSOCIATES
KING STREET STATION
SUITE 480

1800 DIAGONAL ROAD
ALEXANDRIA, VA. 22314

NOTE:

TOTAL
FEES

40

Check

Cash

(Documents on 1 checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
METRO LUBRICATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 16, 1987 AT 2:28 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 25⁰⁰/₁₀₀

SPECIAL
FEE PAID:

\$

D2326668

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
SCOTT SMITH & ASSOCIATES
1800 DIAGONAL ROAD
KING STREET STATION, STE. 480
ALEXANDRIA VA 22314

195C3001148

A 229597



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2910 0200

RECORD 5.00
A 9569CHCK 5.00
01987 7-23 A9:51Received for record July 23, 1987 at 9:51 AM
Corporation Liber 37STATE DEPARTMENT OF REVENUE
4/26/87 3:56 p.m.TEMPERATURE, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Temperature, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of construction and general contracting, and to engage in any similar or related business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 101 Valley Mall, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Frank D. Meyer, 101 Valley Mall, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Frank D. Meyer

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

71118130

2910 2678

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

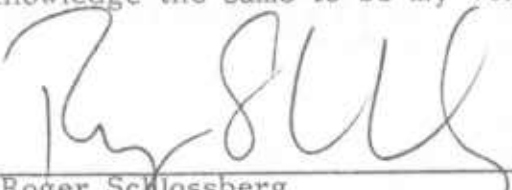
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this
16th day of April, 1987, and I acknowledge the same to be my voluntary
act and deed.

Barbara Ann Miller
Witness

 (SEAL)
Roger Schlossberg



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

665

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED JUL 29 1987
MAIL TO ADDRESS:

Roger Schlossberg, P.O.
134 West Washington St.
Hagerstown, Md 21740

TOTAL
FEES

40.00

_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: DTC

NOTE: _____

2910 2681

ARTICLES OF INCORPORATION
OF
TEMPERATURE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 20, 1987 AT 3 56 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 25⁰⁰ - 5.00

SPECIAL
FEE PAID:

\$

D2327666

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
ROGER SCHLOSSBERT, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

196C3001248

A 229694



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2910 2677

667

STATE RECORDS

APPROVED FOR

4/21/87

10:42 A

BACHTELL SOFTWARE SERVICES, LTD.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Bachtell Software Services, Ltd.

THIRD: The purposes for which the Corporation is formed are:

(1) The preparation and sale of computer software and the provision of computer software services; and the sale and provision of related products and services.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 311, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Nancy Rambo Bachtell, Route 2, Box 311, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Nancy Rambo Bachtell

RECORD
9570CHCK
01987 7-23 49:52
5.00
5.00

2911 0982

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate

representative other than a present or former Director or Officer is proper in the circumstances.

16th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of April, 1987, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Miller
Witness

Roger Schlossberg (SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	<u>21</u>	Organ. & Capitalization
61	<u>21</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Roger Schlossberg Esq.
134 West Washington St.
Hagerstown, Md 21740

TOTAL
FEES

40.00

Check

Cash

Documents on checks

APPROVED BY:

PK

667 37

671

ARTICLES OF INCORPORATION
OF
BACHTELL SOFTWARE SERVICES, LTD.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

37 667
LIBERTY FOLIO
LAND
DENNIS J. WEAVER, CLERK

CORPORATIONS

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 21, 1987 AT 10:42 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 250.00

D2328797

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
ROGER SCHLOSSBERG, ESQUIRE
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

197C3001361

A 229791



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2911 0981

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4/21/87 at 8:57 A.M.

ROCKY SPRING ENTERPRISES, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Rocky Spring Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of general contracting, real estate development and other similar and related business ventures.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 409, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Scott Shank, Route 9, Box 409, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John Scott Shank
Beth Arlene Shank
John Scott Shank II
Sharon Waneta Shank

RECORDED
9571CHCK
01987 7-23
5.00
5.00
A9:53

71118037

2911 1102

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who

were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of April, 1987, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Miller
Witness



Roger Schlossberg

(SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

675

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

#

P.A.

Religious

Close

✓ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED JUL 29 1987

MAIL TO ADDRESS:

ROGER SCHLOSSBERG
134 WEST WASHINGTON ST
HAGERSTOWN, MD 21740TOTAL
FEES

40

Check

Cash

Documents on 1 checks

NOTE:

APPROVED BY:

MR

2911 1155

676

ARTICLES OF INCORPORATION
OF
ROCKY SPRING ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 21, 1987 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2329076

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

197C3001389

A 229811



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2911 1151

NAME OF CORPORATION - G & G CUSTOM T-SHIRTS INCORPORATED

677

I. ARTICLES OF INCORPORATION

Segerna I. Davis	Rt. 1 - Box 236A	Hagerstown, Maryland 21740
Gary W. Davis	13 Burger Avenue	Hagerstown, Maryland 21740
Francis L. Davis	Rt. 1 - Box 236A	Hagerstown, Maryland 21740

mk

All being at least 18 years of age does hereby form a corporation under the general laws of the state of Maryland.

II. THE NAME OF CORPORATION SHALL BE

G & G CUSTOM T-SHIRTS INCORPORATED

III. PURPOSE FOR WHICH CORPORATION IS FORMED

The purpose is to operate a business lawfully in the State of Maryland as provided by the applicable laws of said state.

IV. POST OFFICE ADDRESSES

- A. Office of Corporation
521 Antietam Drive - Hagerstown - Washington Co. - Maryland 21740
- B. Name and Address of resident agent of the corporation in Maryland
Segerna I. Davis - RT 1 - Box 236A - Hagerstown - Washington Co-Maryland 21740

V. THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK

- VI. A. The number of Directors of this corporation shall be (3) three, which number may be increased or decreased pursuant to the Bylaws of the corporation.
- B. The names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Segerna I. Davis
Gary W. Davis
Francis L. Davis

VII. THE FOLLOWING PROVISIONS ARE HEREBY ADAPTED FOR THE PURPOSE OF DEFINING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND MEMBERS.

- A. Corporate Directors shall meet annually to go over operations of corporation and elect or re-elect officers.
- B. All bank drafts shall be signed by Segerna I. Davis or Gary W. Davis
- C. Directors may be added at annual meeting upon consent of majority of directors in office.

VIII. THE DURATION OF THE CORPORATION SHALL BE PERPETUAL

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON April 6, 1987 AND SEVERELY ACKNOWLEDGE THE SAME TO BE OUR ACT.

Segerna I. Davis
Segerna I. Davis

Gary W. Davis
Gary W. Davis

Francis L. Davis
Francis L. Davis

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4/6/87 at 11:50 A.M.

71118093

RECORD
A 9572CHK
01987 7-23 49:53
5.00
5.00

2911 1205



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02B

BUSINESS CODE

04

COUNTY

21

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

G2G CUSTOM T-SHIRTS
 521 ANTIETAM DRIVE
 HAGERSTOWN, MD. 21740

TOTAL
FEES

40

Check

Cash

Documents on

checks

NOTE:

APPROVED BY:

MR.

ARTICLES OF INCORPORATION
OF
G & G CUSTOM T-SHIRTS INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 21, 1987 AT 11:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2329167

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
G & G CUSTOM T-SHIRTS INCORP.
521 ANTIETEM DRIVE
HAGERSTOWN MD 21740

197C3001398

A 229818



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2911 1204

ARTICLES OF INCORPORATIONOFST. JOSEPHS CATHOLIC WAR VETERANS, POST NO. 1895, Inc.STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
4/24/87 at 9:48

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Henry S. Chapa, whose post office address is 402 Spring Hill Drive, Hagerstown, Maryland, 21740. Harold H. King, Sr. whose post office address is 200 Red Hill Drive, Hagerstown, Maryland, 21740 and Gilbert R. Polasky, whose post office address is 209 Avon Road, Hagerstown, Maryland, 21740, all being of full legal age, do, under and by virtue of the General and Public Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) shall be:

ST. JOSEPHS CATHOLIC WAR VETERANS, POST NO. 1895, Inc.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). That the purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it in whole or in part are as follows:

1. To promote patriotism and encourage demonstration of respect and honor to those who have contributed to the upbuilding and preservation of the United States, its institutions and ideals; to erect and maintain monuments and memorials to patriots in American history and to publish and disseminate information concerning their lives and their patriotic activities; to symbolize patriotism in our nation as a virtue gloriously shared by American citizens of all races and creeds, and to permanently establish as a motto of the organization "Evil Can Only Triumph If Good Men Do Nothing".

2. To advocate, promote and maintain true allegiance to the government of the United States of America and fidelity to its constitution and laws.

1-1-1
A 95733CHCK
01987 7-23
APR 24 9 48
RECORD
5:50
5:50
APR 5

2911 1759

3. To perpetuate these principles of liberty, freedom and justice from which was created the greatness that is the United States of America.

4. To inculcate in our citizenry a loyal appreciation of the heritage of American citizenship, with its responsibilities, rights and privileges.

5. To preserve the United States of America from all enemies whomsoever.

6. To foster and perpetuate friendly relations among and advance the interest and welfare of Veterans of the Armed Forces of the United States of America, especially those veterans of the Catholic Faith living in the section of the State of Maryland serviced by this corporation.

7. To formulate, seek to establish and maintain high moral and spiritual ideals and standards among its members, the citizenry of the State of Maryland and the United States of America; provide a forum for the discussion of problems and programs of benefit and interest to members, other Catholic veterans, and other citizens of our State and Nation; and to promote the dissemination of such ideas and information as it may deem appropriate.

8. To keep alive the memory of exploits and heroism of the members of our Armed Forces and to instill their spirit and ideal of service to God, Country and Home in our youth, and to promote the realization that the family is the basic unit of society.

9. To preserve and strengthen comradeship and patriotism among its members, and to assist, comfort, and aid all needy and distressed members and their dependants.

10. To join with, cooperate, and collaborate with other similar associations, incorporated or unincorporated, whether of the Catholic Faith or not, in the attainment of any of the aforesaid objects, intents or purposes.

11. To promote through aggressive organized Catholic action a greater love, honor and service to God, an understanding and application of the teachings of Christ in everyday life and recognition of the wisdom of the Catholic Church in all matters of faith and morals.

12. To encourage a more vivid understanding of the Constitution of the United States of America and active participation in the promotion of its ideals of life, liberty and the pursuit of happiness, to develop a more zealous citizenship, to encourage morality in government, labor, management,

economic, social, fraternal and all other phases of American life, and to combat aggressively the forces which tend to impair the efficiency and permanency of our free institutions,

13. To secure legislation safeguarding the religious, economic and social welfare and security of its members.

14. To purchase, lease, hire or otherwise acquire, hold, own, use, develop, improve, mortgage, pledge, sell, and in any manner dispose of and to aid and subscribe toward the acquisition, development, both within and without the State of Maryland, and all rights and privileges therein suitable or convenient to any of the business of the corporation, without limits.

15. To borrow or raise money without limit and upon any terms for any of the purposes of the corporation and to issue bonds, debentures, notes, certificates of indebtedness, and other obligations of any nature, secured or unsecured and howsoever evidenced, and in any manner permitted by law for moneys so borrowed, or in payment for property purchased, or for other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes; to loan money, secured by mortgages or pledges or personal property or otherwise, or without security.

16. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, partnership or corporation and in carrying on its business and for the purposes of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated, otherwise authorized by law, or incidental to the powers herein specified, or which at any time may appear conducive to, or expedient for the accomplishment of any of such objects or purposes.

17. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, and to redeem any debt or other obligation of the Corporation before the same shall fall due, on any terms and on any advance or premium.

18. To solicit, collect, raise and disburse money for the carrying out and accomplishment of any or all of the foregoing objects and purposes of the Corporation.

19. And, in general, to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations without capital stock formed thereunder as fully and to the same extent as if each and all of said powers were enumerated and set forth at length herein.

20. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is 1837 Virginia Avenue, Hagerstown, Maryland, 21740; the resident agent of the Corporation is Gilbert R. Polasky, whose Post Office address is 209 Avon Road, Hagerstown, Maryland, 21740; said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The Corporation shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The Corporation shall have not less than Five (5) and not more than ten (10) Directors, among whom shall be included at least one Chaplain of the Catholic Faith; who shall also be the officers of the Corporation; and the Reverend Peter McIver, Henry S. Chapa, L. Donald Mull, Donald Hess, Gilbert R. Polasky, Harold H. King, Sr., Francis X. Molloy, Glen Hawkins, Francis P. DeMottez, and Anthony C. Francis shall act as such Directors until the first annual meeting or until their successors shall have been duly chosen and qualified. The exact number of Directors may be varied from time to time by appropriate action taken in accordance with the provisions of the By-Laws.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time, shall qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

1. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

2. This Corporation is not organized and shall not be conducted for profit. It is expressly declared that the purpose and essence of this Corporation is purely benevolent, charitable and philanthropic, and that no dividend shall ever be declared or paid to any of its members, and that none of its property, real, personal, or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

3. The conditions, method of admission, qualifications and classifications of membership and limitations, rights, powers and duties of members and dues, assessments and contributions of members, the method of expulsion from and termination of membership, limitation upon or qualifications of voting power and all other matters pertaining to the membership and the conduct, management and control of the business property and affairs of the Corporation shall be as provided from time to time in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The members of the Corporation shall be such individuals that may be elected to membership from time to time in accordance with the provisions of the By-Laws.

TENTH: The Corporation shall be managed by a Board of Directors, as provided by Article Sixth hereof; but the exact number, the qualifications, powers and duties of the Directors shall be provided for by the By-Laws; and the By-Laws shall also provide for assistants to the Directors, officers, agents, and employees as may be desirable. The members, gathered in regular and special meetings duly convened and conducted in accordance with the provisions of the By-Laws, shall be the governing body of the Corporation in all matters.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute upon the affirmative vote of two-thirds of the members of the Corporation and all rights conferred upon officers, directors and members are herein granted subject to this reservation, provided that no such amendment shall permit this Corporation to engage in business for profit.

IN WITNESS WHEREOF, we have signed these Articles of incorporation,
this 22 day of April 1987

WITNESS:

Shirley M. Cline
Shirley M. Cline
As to all three.

STATE OF MARYLAND)
CITY OF HAGERSTOWN) ss.

I HEREBY CERTIFY that on this 22 day of April, 1987, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Hagerstown aforesaid, personally appeared Henry S. Chapa, Harold H. King, Sr., and Gilbert R. Polasky and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

My Commission expires

July 1, 1990

Henry S. Chapa
Henry S. Chapa
Harold H. King, Sr.
Harold H. King, Sr.
Gilbert R. Polasky
Gilbert R. Polasky

Shirley M. Cline
Notary Public
Shirley M. Cline



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

025

BUSINESS CODE

04

COUNTY

21

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Gilbert Polasky
209 Avon Rd.
Hagerstown, Md
21740

TOTAL
FEES

42

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

Pcm

637

ARTICLES OF INCORPORATION
OF
ST. JOSEPHS CATHOLIC WAR VETERANS, POST NO.
1895, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 24, 1987 AT 9:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 22

SPECIAL
FEE PAID:

\$

D2330462

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 29 1987

RETURN TO:
GILBERT R. POLASKY
209 AVON ROAD
HAGERSTOWN

MD 21740

199C3001523

A 229949



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO 2911 1738

688

RECORD .50
A 0568CHCK .50
01987 8-03 A9:35

CERTIFICATE OF MERGER

CLERK OF THE CIRCUIT COURT
WASHINGTON CO.

Dear


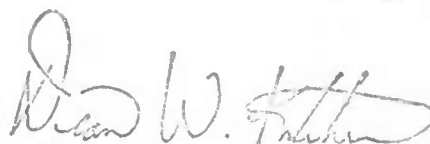
In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____
FAIRCHILD INDUSTRIES, INC. (A MD. CORP.) INTO FAIRCHILD INDUSTRIES, INC.
(A DE. CORP.)-SURVIVOR

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is
FAIRCHILD INDUSTRIES, INC. (A DE. CORP.)

3) The Articles were accepted for record on May 4, 1987
Effective Date: May 4, 1987 at 11:59 p.m.

As Witness my hand and the Official
seal of the said Department at Baltimore
this 7th day of May,
19 87.

Dean W. Kitchen
Corporate Administrator

2914 1370

RECORD .50
A 0570CHCK .50
01987 8-03 A9:36

CERTIFICATE OF MERGER

CLERK OF THE CIRCUIT COURT
OF WASHINGTON CO.

Dear

In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____


THE BALTIMORE AND OHIO RAILROAD COMPANY (A MD. CORP.) INTO

THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VA. CORP.)

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is
THE CHESAPEAKE AND OHIO RAILWAY COMPANY

3) The Articles were accepted for record on April 30, 1987

As Witness my hand and the Official
seal of the said Department at Baltimore
this 6th day of May,
1987.



Dean W. Kitchen

Dean W. Kitchen
Corporate Administrator

2914 1359

690

RECORD .50
A 0572CHCK .50
01987 8-03 A9:1

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:


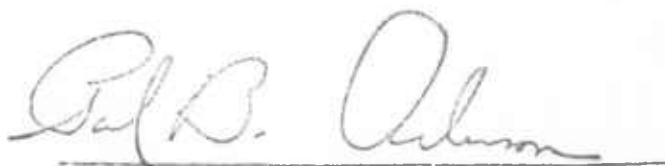
In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____
DEEDS, INCORPORATED (A MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is
DONALD R. CLOPPER and MARY A. CLOPPER (INDIVIDUALS) TRANSFEREES
FOXDATA CORPORATION (A MD CORP.) "

3) The Articles were accepted for record on 4/21/87, at 11:00 AM

As Witness my hand and the Official
seal of the said Department at Baltimore
this 7TH day of MAY,
1987.



PAUL B. ANDERSON
Assistant Corporate Administrator

2913 2830

ARTICLES OF REVIVAL

FOR

4/9/87

3:00 p.m.

General Recreation, Inc.

[Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation]

FIRST: The name of the corporation at the time the charter was forfeited was

General Recreation, Inc.

SECOND: The name which the corporation will use after revival is

General Recreation, Inc.

THIRD: The address of the principal office in this state is

P.O. Box 175, RT-1 Box 368-B. (98)

Hagerstown, MD 21741-0175

FOURTH: The name and address of the resident agent is

John Young

P.O. Box 691 (2809 Youngstown Court)

Hagerstown, MD 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

2908 2587

71003330
(1)

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

- A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

John Young (President)
Last Acting President/Vice President

C. Michael Swenson (Secretary)
Last Acting Secretary/Treasurer

[Use if A cannot be signed/acknowledged]

- B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

[Use if A and B cannot be signed/acknowledged]

- C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

2908 2588

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, John Young, President of General Recreation, Inc.
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

John Young
(PRINT NAME BENEATH SIGNATURE)
John Young

I hereby certify that on Apr. 8, 1987 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared
(insert name or county for which notary is appointed)

John Young and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Sanjay Kumar Shrivastava
(Signature of notary public)

My Commission expires 7/1/90.

2908 2589



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 7# 00967901 P.A. 0 Religious 0 Close 0 ☒ Stock 0 NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)☐ Change of Name☒ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent Address

75	<u>30</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
600	<u>200</u>	Other <u>83-87 returns</u>
600	<u>46</u>	Other <u>penalties 17 23 for 1980 and 23 for 1981</u>

TOTAL FEES \$296.00☒ Check ☐ Cash1 Documents on 1 checksAPPROVED BY: DWK

Code _____

ATTENTION: _____

MAILED AUG 12 1987

MAIL TO ADDRESS: General
Recreation, Inc.
Box 175, Rt. 1
Box 368-B

NOTE:

Todd Henry
of Washington Co,
advised p.p. taxes
paid thru 6/30/87

ARTICLES OF REVIVAL
OF
GENERAL RECREATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 9, 1987 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ZHJ



A 228321

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2908 2586

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

SNYDER & ELGIN, P.A.

ARTICLES OF AMENDMENT

SNYDER & ELGIN, P.A., a Maryland corporation organized under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code as amended, having its principal office at 81 West Washington Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to change the name, principal office and post office address of the Corporation.

SECOND: The Charter of the Corporation is hereby amended by striking Article Second and substituting in lieu thereof the following: Second. That the name of the Corporation (which is hereinafter referred to as "Corporation") is SNYDER & BENJAMIN, P.A.

THIRD: The Charter of the Corporation is hereby amended by Striking Article THIRD and substituting in lieu thereof the following: Third. The post office address of the principal office of the Corporation in this State is 28 Jonathan Street,

SNYDER & ELGIN, P.A.
ATTORNEYS AT LAW
1987-08-03
A 0575CHCK
RECORD

71108241

H-20-f7

2911 1974

9:00

Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FOURTH: By written action, unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Section 2-408(c) of the Corporation and the Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said Amendments.

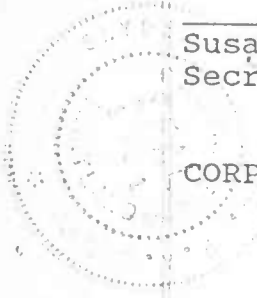
IN WITNESS WHEREOF, SNYDER & ELGIN, P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 13th day of April, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Snyder & Elgin, P.A, and under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material

2911 1975

respects to the best of his knowledge, information and belief.

ATTEST:

SNYDER & ELGIN, P.A.


Susan Carol Elgin
Susan Carol Elgin
Secretary

BY: George E. Snyder, Jr.
President

CORPORATE SEAL:

2911 1976



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

699

DOCUMENT CODE

09A

BUSINESS CODE

COUNTY

#

D 1350834

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 20 Rec. Fee (Amendment)
63 Rec. Fee (Merger or
Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Special Fee

80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited
Partnership
85 Termination of Limited
Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation
Registration
Other

Other TOTAL
FEES

20

Check

Cash

Documents on 1 checks

APPROVED BY:

MR

Name Change
(New Name)

SNYDER & BENJAMIN, P.A.

☒ Change of Name☒ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent
Address

Code

ATTENTION:

MAILED AUG 12 1987
MAIL TO ADDRESS:

SNYDER AND BENJAMIN

28 JONATHAN STREET
HAGERSTOWN, MD 21740

NOTE:

2911 1977

ARTICLES OF AMENDMENT
OF
SNYDER AND ELGIN, P.A.
Changing its name to
SNYDER & BENJAMIN, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 20, 1987 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ _____

5.00
RECORDING
FEE PAID

\$ 20 _____

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

GCS



A 228601

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2911 1973

5.00
5.00
RECORD
A 0576CHCK
01987 3-03 49:39

Received for record August 3, 1987 at 9:39 AM
CORPORATION LIBER 37

701

4/20/87

3:53p

TERRACE LIQUOR STORE, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 31st day of March, 1987, by and between TERRACE LIQUOR STORE, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and BEVERAGES UNLIMITED, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address, and principal place of business of Transferee are Beverages Unlimited, Inc.; 708 Pennsylvania Avenue, Hagerstown, Maryland 21740; 708 Pennsylvania Avenue, Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Terrace Liquor Store, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Beverages Unlimited, Inc., a corporation organized under the laws of the State of Maryland.

Transferee was incorporated on March 2, 1987, under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it, as set forth in Article NINTH herein, is Four Hundred twenty Thousand Dollars (\$420,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated March 11, 1987.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. No real property is being conveyed by Transferor by the Articles of Sale.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 708 Pennsylvania Avenue, Hagerstown, Maryland 21740. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of

2911 2336

71118722

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: The Board of Directors of Transferee, by unanimous written informal action signed by all the members filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferee by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

NINTH: In consideration of the payment to Transferor of Four Hundred Twenty Thousand Dollars (\$420,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

See Schedule A attached hereto and incorporated herein by reference.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance within the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, TERRACE LIQUOR STORE, INC. and BEVERAGES UNLIMITED, INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and

2911 2397

acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 31st day of March, 1987.

ATTEST:

TERRACE LIQUOR STORE, INC.

Renee Kramer
Renee Kramer, Secretary

BY: Fred Kramer
Fred Kramer, President

ATTEST:

BEVERAGES UNLIMITED, INC.

Roger Schlossberg
Roger Schlossberg,
Assistant Secretary

BY: David K Lookbaugh
David K. Lookabaugh,
Vice President

THE UNDERSIGNED, President of TERRACE LIQUOR STORE, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters in all material respects, under the penalties of perjury.

Fred Kramer
Fred Kramer, President

THE UNDERSIGNED, Vice president of BEVERAGES UNLIMITED, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

David K Lookbaugh
David K. Lookabaugh,
Vice President

SCHEDULE A

- 1 Beer Cooler
- 2 Monroe Cash Registers
- 1 Ice Vendor
- 1 Safe
- 6 Units shelving, each unit consisting of 4
fourteen foot shelves
- 81 Feet of affixed shelving
- 4 Units shelving, each consisting of 3 four
foot shelves
- 2 Telephones
- 1 Adding Machine
- Inventory



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

125

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

~~Merging~~

(Transferor)

Tenneco Liquor

Store, Inc.

D 0269811

~~Surviving~~

(Transferee)

Beverages

Unlimited, Inc.

D 22 98867

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 20 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY:

MAILED AUG 12 1987
MAIL TO ADDRESS:Michael Benjamin
28 Jonathan St
Hagerstown, Md
21740

NOTE:

2911 2400

ARTICLES OF SALE AND TRANSFER

BETWEEN

TERRACE LIQUOR STORE, INC. (A MD. CORP.)-TRANSFEROR

AND

BEVERAGES UNLIMITED, INC. (A MD. CORP.)-TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 20, 1987 AT 3:53 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAIDRECORDING
FEE PAIDSPECIAL
FEE PAID

\$ _____

\$ 20 _____

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

gcs

A 228641



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2911 2395

RECORD
A 0579CHCK
01987 2-03 49:46

Received for record August 3, 1987 at 9:46 AM CORPORATION LIBER 37 - 707

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

ARTICLES OF REVIVAL

FOR

APPROVED FOR RECORD

4/28/87 at 10:16

Joseph C. Herbert Post No. 222 The American
[Insert exact name of corporation as it appears on records of the State
Department of Assessments and Taxation] Legion, Incorporated

FIRST: The name of the corporation at the time the charter was forfeited was

Joseph C. Herbert Post No. 222 The American
Legion, Incorporated

SECOND: The name which the corporation will use after revival is

Joseph C. Herbert Post No. 222 The American
Legion, Incorporated

THIRD: The address of the principal office in this state is PO Box 158

Cleary, Md. 21722

FOURTH: The name and address of the resident agent is

Rush H. Harker Jr. (Harker)

Box # 1, Box 22

Cleary, Md. 21722

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Joseph C. Herbert Post 222

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

91 31 82 NOV 1987

71188265

(1)

2912 2189

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

- A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Rush H. Metakee Jr
Last Acting President/Vice President

Roy T. Lark
Last Acting Secretary/Treasurer

[Use if A cannot be signed/acknowledged]

- B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

[Use if A and B cannot be signed/acknowledged]

- C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

2912 2190

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Rush Hawbaker, Jr. Senior Vice Comm. of Joseph C. Herbert Post #222
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Rush Hawbaker Jr
 Rush Hawbaker, Jr.
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on April 27 1987 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington, personally appeared
 (insert name or county for which notary is appointed)

Rush Hawbaker, Jr. and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Laura J. Nott
 (Signature of notary public)

My Commission expires July 1, 1990.

2912 2191

710



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18

BUSINESS CODE

COUNTY

#

D0092353

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or
Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 20 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 10 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited
Partnership
85 Termination of Limited
Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation
Registration
Other

Code

ATTENTION:

TOTAL
FEES

30

Check

Cash

Documents on checks

APPROVED BY:

PCM

MAILED AUG 12 1987

MAIL TO ADDRESS:

Joseph C. Herbert Post 222
PO. Box 158
Clermont, Md
21112

NOTE:

2912 2132

ARTICLES OF REVIVAL

OF

JOSEPH C. HERBERT POST NO. 222 THE AMERICAN LEGION, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 28, 1987 AT 10:16 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20 _____

SPECIAL
FEE PAID:

\$ 10 _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 228660

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2912 2188

Valley Wine and Spirits, Inc.
Articles of Revival
(a Close Corporation)

4/27/87 at 9:49 .m.

First: The name of the Corporation at the time the charter was forfeited was Valley Wine and Spirits, Inc.

Second: The name which the Corporation will use after revival is Valley Wine and Spirits, Inc.

Third: The name and address of the resident agent is Mrs. Anita Eichelberger, 412 Spring Creek Road, Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the Corporation.

Fifth: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the Corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is Box 75, Valley Mall, Hagerstown, Maryland 21740.

The undersigned who was respectively the last acting president/secretary of the Corporation severally acknowledge the Articles of Revival to be their act.


Last Acting President/Secretary

RECORD
5.00
5.00
5.00
01987 8-03 49:47

1987 APR 27 A 9:49

71178220

2912 3207

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, ANITA L. EICHELBERGER, Pres. of VALLEY WINE & SPIRITS
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Anita L. Eichelberger
 ANITA L. EICHELBERGER
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on April 24, 1987 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

BALTIMORE COUNTY personally appeared
 (insert name or county for which notary is appointed)

ANITA L. EICHELBERGER and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.



As witness my hand and notarial seal

Max Rabinovitz
 (Signature of notary public)

My Commission expires 4-24-1990.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18

BUSINESS CODE

COUNTY

71

#

D0833517

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Anita Eichelberger
412 Spring Creek Rd
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

56

Check

Cash

Documents on checks

APPROVED BY:

A

good standing 78 filed with (NA)
#53413
4-27-87

ARTICLES OF REVIVAL
OF
VALLEY WINE AND SPIRITS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 27, 1987 AT 9:49 O'CLOCK a.m. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 228664

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2912 2206

4/30/87 PECK'S TAVERN OF WILLIAMSPORT MD, INC.
9.08 ARTICLES OF REVIVAL

FIRST: The name of the corporation at the time the charter was forfeited was Peck's Tavern of Williamsport MD, Inc.

SECOND: The name which the corporation will use after revival is Peck's Tavern of Williamsport MD, Inc.

THIRD: The name and address of the resident agent are Thomas N. Potts, 111 N. Conococheague St., Williamsport, Maryland 21795.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

71303193

Thomas N. Potts
LAST ACTING PRESIDENT

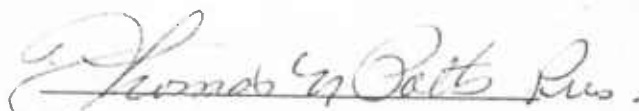
80 15 A 08 NOV 1987

Patricia A. Hooper
LAST ACTING SECRETARY

2913 1625

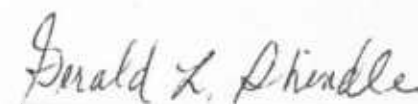
RECORD
5. 5. 5.
4 0581CHCK 8-03 49
01987

I, THOMAS N. POTTS, PRESIDENT OF PECK'S TAVERN OF WILLIAMSPORT MD, INC., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.


Thomas N. Potts, President

I hereby certify that on this 21st day of April, 1987, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Thomas N. Potts, and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

AS WITNESS MY HAND AND NOTARIAL SEAL,


(NOTARY PUBLIC)

MY COMMISSION EXPIRES JULY 1, 1990.





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

0455113 18 P.A. 15 Religious 03 Close 71 Stock 1 NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 20 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Req.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 30 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 6 Corp. Good Standing
 NA Foreign Corporation 53613
 Registration
 Other
 Other

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Thomas Potts

111 N. Concocheague St

Williamsport, Md 21795

TOTAL
FEES56☒ Check☐ Cash

Documents on checks

APPROVED BY:

Good Standing
 #53613
 4-30-87

NOTE:

ARTICLES OF REVIVAL
OF
PECK'S TAVERN OF WILLIAMSPORT, MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND April 30, 1987 AT 9:08 O'CLOCK A M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 228734

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2913 1624

TERRACE LIQUOR STORE, INC.

ARTICLES OF AMENDMENT

RECORD 5.00
A 0582CHCK 5.00
8/3/87 ts-03 A9:48

Terrace Liquor Store, Inc., a Maryland Corporation, having its principal office at 708 Pennsylvania Avenue, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to change the name, purpose, principal office and post office address of the Corporation.

SECOND: The Charter of the Corporation is hereby amended by striking Article Second and substituting in lieu thereof the following: Second. That the name of the Corporation is OAK HILL INVESTMENTS, INC.

THIRD: The Charter of the Corporation is hereby amended by Striking Article Third and substituting in lieu thereof the following: Third. That the purposes for which the Corporation is formed are as follows:

(a) To invest generally the capital of the Corporation with, in, or to, any person(s) or any business, enterprise, corporation, partnership, joint venture or other legal entity to the profit of the Corporation, on such terms and conditions as shall seem advisable to its Board of Directors..

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other pesonal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop,

71108191

2913 2275

STATE DEPARTMENT OF ASSESSMENTS
TAXATION

APPROVED FOR RECORD

4/27/87 at 4/20/87

improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or

thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of American and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Charter of the Corporation is hereby amended by striking Article Fourth and substituting in lieu thereof the following: The post office address of the principal office of the Corporation is 1102 Oak Hill Avenue, Hagerstown, Maryland 21740. The resident agent⁹ of the⁷⁷

Corporation is Fred Kramer, whose post office address is 1102 Oak Hill Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: By written action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Articles of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Terrace Liquor Store, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 10 day of April, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Terrace Liquor Store, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

TERRACE LIQUOR STORE, INC.

Fred Kramer
Fred Kramer
Secretary

BY:

Renee Kramer
Renee Kramer
President

CORPORATE SEAL:

2913 2278



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09A Jel

BUSINESS CODE

COUNTY

D0269811

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

OAK HILL INVESTMENTS INC

☒ Change of Name

☒ Change of Principal Office

☒ Change of Resident Agent

☒ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES

20

Check

Cash

Documents on 1 checks

APPROVED BY:

MA

MAILED AUG 12 1987

MAIL TO ADDRESS:

SNYDER AND BENJAMIN

28 JONATHAN STREET

HAGERS TOWN, MD 21740

NOTE:

ARTICLES OF AMENDMENT
OF
TERRACE LIQUOR STORE, INC.
CHANGING ITS NAME TO:
OAK HILL INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 20, 1987 AT 9:27 O'CLOCK A M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 228735

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2913 2274

726

STATE DEPARTMENT OF ASSESSMENTS
TAXATION
4/21/87 at 11:00

DEEDS, INCORPORATED

ARTICLES OF SALE AND TRANSFER

RECORD 5.50
A 0583CHCK 5.50
01987 8-03 A9:49

ARTICLES OF SALE AND TRANSFER entered into this 20th day
of April, 1987, by and between Deeds, Incorporated, a
Maryland Corporation (hereinafter sometimes referred to as the
"Transferor") and Donald R. Clopper and Mary A. Clopper and
Foxdata Corporation (hereinafter sometimes referred to as the
"Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and
transfer all of its property and assets to Transferee, its
successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of
business of Transferee are: Donald R. Clopper, Route # 3, Box 328
C, Hagerstown, Maryland, 21740.

THIRD: The Transferor, Deeds, Incorporated is a corporation
organized under the Laws of the State of Maryland. Two of the
Transferees, Donald R. Clopper and Mary A. Clopper are
unincorporated individuals. The third transferee is a Maryland
Corporation with its principal office at Route # 1, Box 15,
Big Spring, Maryland, 21722.

FOURTH: The nature and amount of the consideration to be
paid by Transferee for the property and assets hereby transferred
to it is the assignment by the Transferee of one hundred per cent
of the outstanding shares of capital stock of the Transferor
corporation, Deeds Incorporated.

71128081

3913 2833

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County.

SIXTH: Two of the Transferees are individuals and citizens of the State of Maryland. The third transferee, Foxdata Corporation, is a Maryland Corporation with its principal office at Route # 1, Box 15, Big Spring, Maryland, 21722.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The transfer was approved by the board of directors of the transferee.

2913 2834

EIGHTH: In consideration of the assignment by the Transferee to the Transferor of One Hundred per cent of the outstanding shares of stock of Deeds Incorporated, the Transferor Corporation, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee its successors and assigns:

All those lots or parcels of land situate along the West side of Neck Road, in Election District No. 20, Washington County, Maryland, and being more particularly described in accordance with a recent survey and description prepared by Fox & Associates, Inc. dated July 6, 1979, as follows: Beginning at an iron pipe set at the end of the thirteenth or North 30 degrees 27 minutes East 200.0 feet line of a deed from Ronald A. Williams, et al, to Robert N. Myers and Myrtle M. Myers, his wife, dated June 27, 1974 and recorded in Liber 580, folio 631 among the Land Records of Washington County, Maryland, said pipe also marking a corner to land of Leroy J. Barthlow (L. 437, F 113) and running thence with the lines of said deed from Ronald A. Williams, et al, reversed and adjusted by a recent survey, South 31 degrees 28 minutes 15 seconds West, 200.00 feet to an iron pipe, thence South 58 degrees 31 minutes 46 seconds, East 200.00 feet to a fence post, in the west margin of Neck Road, thence running with said margin, South 32 degrees 10 minutes 03 seconds West 695.36 feet to an iron pipe, thence leaving the aforesaid western margin of Neck Road and running with land of Corazon Bucana North 61 degrees 29 minutes 30 seconds West 303.50 feet to an iron pipe, thence North 73 degrees 37 minutes, 35 seconds West 1259.83 feet

2913 2835

to an iron pipe in an existing fence line, thence running with the lands Roger S. Hornbaker (L. 487 F. 204) and along or near said fence line North 12 degrees 17 minutes 23 seconds West 420.00 feet to an iron pipe, thence with Lot 6 Kenilworth Estates, North 85 degrees, 23 minutes 30 seconds East 874.95 feet to an iron pipe in the marginal line of a street known as Randall Lane, thence with said marginal line by a curve to the right (not tangent to the last named line), having a radius of 60.00 feet and a chord bearing North 85 degrees, 13 minutes, 31 seconds East 120.00 feet to a concrete monument, thence with Lot 10, Kenilworth Estates, North 85 degrees, 38 minutes, 50 seconds East 370.00 feet to an iron pipe, North 28 degrees 02 minutes, 00 seconds East 133.76 feet to an iron pipe, thence with Lot 15, Kenilworth Estates, South 58 degrees, 31 minutes 46 seconds East 522.11 feet to the place of beginning, containing 29.35 acres of land, more or less.

Being all of Lots, 1,2,3, 4,5, 11, 12,13 and 14 of Kenilworth Estates, and including the area of the street known as Randall Lane reserved for dedication as shown on the plat of Kenilworth Estates, recorded at Plat Folio 1047 and 1048 among the Plat Records of Washington County, Maryland.

Being all of the same property which was conveyed to Deeds, Incorporated, Fox & Associates, Inc, Terry L. Randall and Donald R. Clopper, a general partnership doing business as Kenilworth Estates from Robert N. Myers and Myrtle M. Myers, his wife, by deed dated July 10, 1979 and recorded in the Land Records of Washington County, Maryland, at Liber No. 685, folio 201.

2913 2836

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and the Transferee, two of whom are individuals and the third transferee, Foxdata Corporation is a Maryland Corporation who is the owner of one hundred per cent of the outstanding shares of stock in the Transferor Corporation and it is agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

This transaction is an instrument of writing that transfers real property from a corporation upon its liquidation and is not subject to recordation tax because the Transferee is an original stockholder of the corporation and owns all one hundred per cent of the outstanding shares of stock of the transferor corporation as contemplated by the Code of Maryland Tax Property Article, Section 12-108(q)(1).

IN WITNESS WHEREOF Deeds, Incorporated, has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of said corporation by its president and attested by the secretary as of this 20th day of April, 1987, and witness the hand and seal of Donald R. Clopper and Mary A. Clopper and Foxdata Corporation, Transferee, this 20th day of April, 1987.

2913 2837

ATTEST:

Deborah L. Charles
 Secretary
Harriet E. Clopper
Harriet E. Clopper

DEEDS INCORPORATED

(SEAL)

BY:

President

Donald R. Clopper
 Donald R. Clopper
Mary A. Clopper
 Mary A. Clopper

FOXDATA CORPORATION

(SEAL)

BY:

Deborah L. Charles

ATTEST:

James H. Charles
 Secretary

THE UNDERSIGNED, President of Deeds, Incorporated who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

DEEDS INCORPORATED

BY:

Donald R. Clopper

THE UNDERSIGNED, Donald R. Clopper further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Donald R. Clopper



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12 L

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Deeds Incorporated

(Md Corp)
D 0328302Surviving
(Transferee)Donald R Clopper
+ Mary R. Clopper, individual
+ Fordsite Corporation
a Md Corp
D 0297317

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	22	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54	4	For. Supplemental Cert.
73		Cert. of Conveyance

Washers
Land Recs.

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

26

✓ Check

Cash

Documents on checks

APPROVED BY:

PCM

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

B.G. Charles

Rt 1 Box 15

Big Spring Md

21722

NOTE:

ARTICLES OF SALE AND TRANSFER

BETWEEN

DEEDS, INCORPORATED (A MD CORP.) TRANSFEROR

AND

DONALD R. CLOPPER and MARY A. CLOPPER (INDIVIDUALS) TRANSFEREES
FOXDATA CORPORATION (A MD CORP.)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 21, 1987

AT 11:00

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$
Cert. of Conv.-Wash. Co.- Land Rcds.

\$ 22.00
4.00
26.00

\$

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 228771

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2913 2829

734

RECORD 5.00
A 0584CHCK 5.00
01987 8-03 A9:50

Received for record August 3, 1987 At 9:50 AM
CORPORATION
LIBER 37

ARTICLES OF REVIVAL

FOR

5/4/87

9.5/a

Pride of Hagerstown Lodge No. 278 of the Order of Elk's Inc.

[Insert exact name of corporation as it appears on records of the State
Department of Assessments and Taxation]

FIRST: The name of the corporation at the time the charter was forfeited was
Pride Of Hagerstown Elk's Lodge #278 I.B.P.O.E. Of W, Inc.

SECOND: The name which the corporation will use after revival is The Pride
of Hagerstown Elks Lodge #278, I.B.P.O.E. of W. , Inc.

THIRD: The address of the principal office in this state is

326 North Jonathan Street, Hagerstown, Maryland 21740

FOURTH: The name and address of the resident agent is The Pride Of

Hagerstown Elk's Lodge # 278 I.B.P.O.E. Of W, Inc.

326 North Jonathan Street Hagerstown, Maryland 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter
of the corporation. Yes

SIXTH: At or prior to the filing of these Articles of Revival, the corporation
has (a) Paid all fees required by law; (b) Filed all annual reports which
should have been filed by the corporation if its charter had not been forfeited;
(c) Paid all state and local taxes, except taxes on real estate, and all
interest and penalties due by the corporation or which would have become due
if the charter had not been forfeited whether or not barred by limitations.

Yes to A, B, and C

206 W 05 23V 1091

71248153

(1)

2914 0022

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

- A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

James H. Jones Jr.
Last Acting President/Vice President

Ronald R. Edwards
Last Acting Secretary/Treasurer

[Use if A cannot be signed/acknowledged]

- B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

James H. Jones Sr.
Last Acting Director

Last Acting Director

Last Acting Director

[Use if A and B cannot be signed/acknowledged]

- C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, James M. Jones, Sr. Ex. Ruler of Pride of Hagerstown, E.L.Ks No. 278
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

James M. Jones, Sr.
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on April 15 1937 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington personally appeared
 (insert name for county for which notary is appointed)

James M. Jones, Sr. and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Natalie J. Eastday
 (Signature of notary public)

My Commission expires 7-1-90.

2914 0024



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

737

DOCUMENT CODE 18A BUSINESS CODE 04 COUNTY 71# not assigned yet P.A. Religious Close Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

_____	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES30☒ Check☐ Cash

Documents on _____ checks

APPROVED BY: 90Name Change
(New Name)Mr
Pride of Hagerstown
Elk's Lodge #278
I.B.P.O.E. of W, Inc.☒ Change of Name☐ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987
MAIL TO ADDRESS: _____Pride of Hagerstown Elk's
Lodge #278 IBPOE of W,
Inc326 N. Jonathan St
Hagerstown, Md

NOTE:

21440

ARTICLES OF REVIVAL

OF

THE PRIDE OF HAGERSTOWN LODGE NO.278 OF THE ORDER OF ELKS, INC.

Changing its name to

THE PRIDE OF HAGERSTOWN ELKS LODGE #278, I.B.P.O.E. OF W., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 4, 1987

AT 9:51 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:RECORDING
FEE PAID: 5.00SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ 10.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 228811

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2914 0021

RECORD 5.00
A 0555CHCK 5.00
01987 8-03 09:51

Received for record August 3, 1987
at 9:51 AM CORPORATION LIBER 37

739

ARTICLES OF MERGER

MERGING

TURNER LANES, INC.

5-11-87

9:32a

INTO

TURNER DEVELOPMENT CO., INC.

ARTICLES OF MERGER entered into this 8th day of May, 1987, by and between TURNER LANES, INC., a Maryland corporation and TURNER DEVELOPMENT CO., INC., a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: TURNER DEVELOPMENT CO., INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Parent Corporation"), and TURNER LANES, INC., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of TURNER DEVELOPMENT CO., INC.

THIRD: The parties to the Articles of Merger are TURNER DEVELOPMENT CO., INC., and TURNER LANES, INC., both of which are corporations organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share, of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share (hereinafter referred to as

7131821C

2918 0450

the "Subsidiary Common Stock"), of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00)

SIXTH: The Parent Corporation owns all of the outstanding shares of the Subsidiary Corporation. All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

SEVENTH: The principal office of the Subsidiary Corporation, is located in Hagerstown, Washington County, State of Maryland.

EIGHTH: The principal office of the Surviving Corporation, is located in Hagerstown, Washington County, State of Maryland.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on December 31, 1986, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Parent Corporation on December 31, 1986, and thus the merger was authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

IN WITNESS WHEREOF, TURNER LANES, INC., and TURNER DEVELOPMENT CO., INC., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the *8th* day of *May*, 1987.

ATTEST:

Phyllis Oberholzer
Phyllis Oberholzer,
Secretary

TURNER LANES, INC.

By: *Franklin R. Turner*
Franklin R. Turner,
President

ATTEST:

Phyllis Oberholzer
Phyllis Oberholzer,
Secretary

TURNER DEVELOPMENT CO., INC.

By: *Franklin R. Turner*
Franklin R. Turner,
President

THE UNDERSIGNED, President of TURNER LANES, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
Franklin R. Turner, President

THE UNDERSIGNED, President of TURNER DEVELOPMENT CO., INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
Franklin R. Turner, President

1937 MAY 11 A 9:46



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) Turner Lanes,
Inc.
180215913

Surviving
(Transferee) Turner
Development Co., Inc.
180215905

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

TOTAL FEES 29
☒ Check ☐ Cash

Documents on _____ checks

Name Change
(New Name) _____

Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987

MAIL TO ADDRESS: _____

Scott Schubel
Wachs, Boone
138 W. Wash. St.
Hagerstown, Md
21740

NOTE: _____

APPROVED BY: 20

no land

CERTIFIED
COPY MADE

2918 0453

ARTICLES OF MERGER

MERGING

TURNER LANES, INC. (A MD CORP.)

INTO

TURNER DEVELOPMENT CO., INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 9:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 229011

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2918 0449

MERGING

LONG MEADOW BOWL, INC.

INTO

TURNER DEVELOPMENT CO., INC.

ARTICLES OF MERGER entered into this 8th day of May, 1987, by and between LONG MEADOW BOWL, INC., a Maryland corporation and TURNER DEVELOPMENT CO., INC., a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: TURNER DEVELOPMENT CO., INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Parent Corporation"), and LONG MEADOW BOWL, INC., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of TURNER DEVELOPMENT CO., INC.

THIRD: The parties to the Articles of Merger are TURNER DEVELOPMENT CO., INC., and LONG MEADOW BOWL, INC., both of which are coporations organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share, of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share (hereinafter referred to as

1987 MAY 11 A 9:32

71318061

2918 0455

the "Subsidiary Common Stock"), of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Parent Corporation owns all of the outstanding shares of the Subsidiary Corporation. All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

SEVENTH: The principal office of the Subsidiary Corporation, is located in Hagerstown, Washington County, State of Maryland.

EIGHTH: The principal office of the Surviving Corporation is located in Hagerstown, Washington County, State of Maryland.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on December 31, 1986, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Parent Corporation on December 31, 1986, and thus the merger was authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

IN WITNESS WHEREOF, LONG MEADOW BOWL, INC., and TURNER DEVELOPMENT CO., INC., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the *8th* day of *May*, 1987.

ATTEST:

LONG MEADOW BOWL, INC.

Phyllis A. Oberholzer
Phyllis Oberholzer,
Secretary

By: *Franklin R. Turner*
Franklin R. Turner,
President

ATTEST:

Phyllis Oberholzer
 Phyllis Oberholzer
 Secretary

TURNER DEVELOPMENT CO., INC.

By: *Franklin R. Turner*
 Franklin R. Turner,
 President

THE UNDERSIGNED, President of LONG MEADOW BOWL, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
 Franklin R. Turner, President

THE UNDERSIGNED, President of TURNER DEVELOPMENT CO., INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
 Franklin R. Turner, President



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

747

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) Long Meadow
Bowl, Inc.
ID 013 4783

Surviving
(Transferee) Turner
Development Co., Inc.
ID 0315905

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>30</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987

MAIL TO ADDRESS:

Scott Schubel
Wachs, Boone
138 W. Wachs St.
Hagerstown, Md
21740

NOTE:

7/1/87

TOTAL FEES 29
_____ ☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: 90

2918 0458

ARTICLES OF MERGER

MERGING

LONG MEADOW BOWL, INC. (A MD CORP.)

INTO

TURNER DEVELOPMENT CO., INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987

AT 9:32

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID: 5.00

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 229012

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2918 0454

ARTICLES OF MERGER

MERGING

TORTUGA, INC.

INTO

TURNER DEVELOPMENT CO., INC.

ARTICLES OF MERGER entered into this 8th day of May, 1987, by and between TORTUGA, INC., a Maryland corporation and TURNER DEVELOPMENT CO., INC., a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: TURNER DEVELOPMENT CO., INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Parent Corporation"), and TORTUGA, INC., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of TURNER DEVELOPMENT CO., INC.

THIRD: The parties to the Articles of Merger are TURNER DEVELOPMENT CO., INC., and TORTUGA, INC., both of which are corporations organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share, of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share (hereinafter referred to as

71318207

2918 0460

the "Subsidiary Common Stock"), of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Parent Corporation owns all of the outstanding shares of the Subsidiary Corporation. All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

SEVENTH: The principal office of the Subsidiary Corporation, is located in Hagerstown, Washington County, State of Maryland.

EIGHTH: The principal office of the the Surviving Corporation is located in Hagerstown, Washington County, Maryland.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on December 31, 1986, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Parent Corporation on December 31, 1986, and thus the merger was authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

IN WITNESS WHEREOF, TORTUGA, INC., and TURNER DEVELOPMENT CO., INC., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the *8th* day of *May*, 1987.

ATTEST:

TORTUGA, INC.

Betty L. Turner
Betty L. Turner
Secretary

By:

Phyllis A. Oberholzer
Phyllis A. Oberholzer
President

ATTEST:

TURNER DEVELOPMENT CO., INC.

Phyllis A. Oberholzer
Phyllis Oberholzer,
Secretary

By: Franklin R. Turner
Franklin R. Turner,
President

THE UNDERSIGNED, President of TORTUGA, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Phyllis A. Oberholzer
Phyllis A. Oberholzer,
President

THE UNDERSIGNED, President of TURNER DEVELOPMENT CO., INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
Franklin R. Turner, President

292707
WESTINGHOUSE
RECORD
1987



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging

(Transferor)

Tortuga Inc.
19 0210971

Surviving

(Transferee)

Turner
Development Co., Inc.
19 0215905

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Scott Schubel
Wachs, Boone
138 W. Wachs St.
Hagerstown, Md
21740

NOTE:

no land

TOTAL FEES

29
☒ Check

☐ Cash

☐ Documents on ☐ checks

APPROVED BY:

90

ARTICLES OF MERGER

MERGING

TORTUGA, INC. (A MD CORP.)

INTO

TURNER DEVELOPMENT CO., INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987

AT

9:41

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID: 5.00

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 229013

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2918 0459

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

754

ARTICLES OF MERGER

MERGING

SOUTHSIDE BOWL, INC.

INTO

TURNER DEVELOPMENT CO., INC.

ARTICLES OF MERGER entered into this 8th day of May, 1987, by and between SOUTHSIDE BOWL, INC., a Maryland corporation and TURNER DEVELOPMENT CO., INC., a Maryland corporation.

THIS IS TO CERTIFY:

FIRST: TURNER DEVELOPMENT CO., INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Parent Corporation"), and SOUTHSIDE BOWL, INC., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of TURNER DEVELOPMENT CO., INC.

THIRD: The parties to the Articles of Merger are TURNER DEVELOPMENT CO., INC., and SOUTHSIDE BOWL, INC., both of which are corporations organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share, of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) per share (hereinafter referred to as

1987 MAY 11 A 9:42

71318203

2918 0465

the "Subsidiary Common Stock"), of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Parent Corporation owns all of the outstanding shares of the Subsidiary Corporation. All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

SEVENTH: The principal office of the Subsidiary Corporation, is located in Hagerstown, Washington County, State of Maryland.

EIGHTH: The principal office of the Surviving Corporation is located in Hagerstown, Washington County, Maryland.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on December 31, 1986, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Parent Corporation on December 31, 1986, and thus the merger was authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

IN WITNESS WHEREOF, SOUTHSIDE BOWL, INC., and TURNER DEVELOPMENT CO., INC., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the 8th day of May, 1987.

ATTEST:

Phyllis Oberholzer, J
Secretary

SOUTHSIDE BOWL, INC.

By: Franklin R. Turner
Franklin R. Turner,
President

ATTEST:

TURNER DEVELOPMENT CO., INC.

Phyllis O. Oberholzer
 Phyllis Oberholzer,
 Secretary

By: *Franklin R. Turner*
 Franklin R. Turner,
 President

THE UNDERSIGNED, President of SOUTHSIDE BOWL, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
 Franklin R. Turner, President

THE UNDERSIGNED, President of TURNER DEVELOPMENT CO., INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Franklin R. Turner
 Franklin R. Turner, President



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

757

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) Southside
Howl, Inc.
0200816

Surviving
(Transferee) Turner
Development Co., Inc.
0215905

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987
MAIL TO ADDRESS: _____

Scott Schubel
Wachs, Boone
138 W. Wachs St.
Hagerstown, Md
21740

NOTE: _____

TOTAL FEES 29
_____ ☒ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: js

no land

CERTIFIED
COPY MADE

2918 0468

ARTICLES OF MERGER

MERGING

SOUTHSIDE BOWL, INC. (A MD CORP.)

INTO

TURNER DEVELOPMENT CO., INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987

AT 9:42 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 229014

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2918 0464

759

RECORD 5.00
A 0589CHCK 5.00
01987 8-03 09:54

ARTICLES OF INCORPORATION

OF

BIG D, INC.

STATE DEPARTMENT OF COMMERCE

APPROVED FOR RECORD

4/27/87 at 10:56

THIS IS TO CERTIFY:

FIRST: That, We, the subscribers, Donald E. Zombro, whose post office address is 1738 Edgewood Circle, Hagerstown, Maryland 21740; Mary Zombro, whose post office address is 1738 Edgewood Circle, Hagerstown, Maryland 21740; Donald E. Zombro, II whose post office address is 486 McDowell Avenue, Hagerstown, Maryland 21740; John P. Zombro, whose post office address is 1028 Potomac Street, Hagerstown, Maryland 21740, all being of legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "Big D, Inc."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To manufacture all kinds of ice cream and food and to sell and dispose thereof either retail or wholesale and to operate a restaurant and snack bar and to purchase any and all raw materials necessary and convenient to such manufacture and to perform all acts necessary, usual and customary of such business.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise

711734712

2913 0388

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

1987 102 27 A 0556

operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate and manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and

other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

2913 0380

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 1033 Virginia Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Donald E. Zombro, whose post office address is 1738 Edgewood Circle, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of three (3) directors and a maximum of five (5) directors and Donald E. Zombro, Mary Zombro, Donald E. Zombro, II, John P. Zombro shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 16th day of April, 1987.

2913 0391

WITNESS:

Judith A. Bloyer

Donald E. Zombro (SEAL)
Donald E. Zombro

Judith A. Bloyer

Mary Zombro (SEAL)
Mary Zombro

Judith A. Bloyer

Donald E. Zombro, II (SEAL)
Donald E. Zombro, II

Judith A. Bloyer

John P. Zombro (SEAL)
John P. Zombro

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of April, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DONALD E. ZOMBRO, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1990

Judith A. Bloyer
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of April, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MARY ZOMBRO, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Comm. Expires:
7/1/90

Judith A. Boyer
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of April, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DONALD E. ZOMBRO, II, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1990

Judith A. Boyer
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of April, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOHN P. ZOMBRO, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1990

Judith A. Boyer
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

765

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Poole + Poole P.A.
81 W. Washington St.
Hagerstown, Md
21740TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

2913 0394

ARTICLES OF INCORPORATION
OF
BIG D, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 27, 1987 AT 10 56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

02332047

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
POOLE & POOLE, P.A.
81 W. WASHINGTON STREET
HAGERSTOWN MD 21740

201C3001686

A 230097



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2913 0387

RECORD 5.00
A 0590CHCK 5.00
01987 8-03 A9:55

Received for record August 3, 1987 at 9:55 AM
CORPORATION LIBER 37

767

ARTICLES OF INCORPORATION

OF

C & S TRANSPORTATION, INC.

APPROVED
8/23/87

4.06 p.

THIS IS TO CERTIFY:

That I, J. Gregory Hannigan, whose post office address is 111 West Washington Street, Hagerstown, Maryland 21740, being an adult individual, do declare myself as incorporator, with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose do make, execute and adopt the following Articles of Incorporation.

ARTICLE 1

Name

The name of the Corporation shall be: C & S Transportation, Inc.

ARTICLE 2

Period of Duration

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE 3

Purposes and Powers

Section 1. Purpose. The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To purchase, employ, utilize, and own motor vehicles for the purpose of transporting goods from one location to another, both within the

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71198053

2912 2422

1987 APR 23 P 4:06

State of Maryland and elsewhere.

(b) To provide services to persons needing transportation services for containerized cargo.

(c) To act as agent (other than fiscal or transfer), attorney-in-fact, factor, or broker, on commission, or otherwise, for individuals, co-partnerships, joint stock associations, or corporations, foreign and domestic, including governments or governmental authorities; to aid and assist, promote and serve the interests of and afford facilities for the convenient of transaction of businesses by its principals and patrons in all parts of the world.

(d) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

Section 2. Powers. The following enumerations of powers shall not be deemed to limit, restrict, or exclude, in any manner, those general powers of the corporation granted or conferred by the General Laws of the State of Maryland. The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon, corporations of a similar character, by the General Laws of the State of Maryland, or as expanded by any Law hereinafter enforced.

ARTICLE 4

Registered Office and Post Office Address

The registered office and post office address of the place at which the principal office for the transaction of the business shall be located is: Fairview Acres, Route 494, Hagerstown, Maryland 21740.

2912 2423

The statutory resident agent of the Corporation shall be Charles W. Clark, Jr., whose post office address is Fairview Acres, Route 494, Hagerstown Maryland 21740, also known as Rt. 4 Box 220, Hagerstown, Maryland 21740. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE V

The number of Directors shall be three (3) which number shall be increased or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(a) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one; and

(b) If there is stock outstanding, and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or their successors are duly chosen and qualified are: Charles Warren Clark, Jr., Sharon Diane Clark, and Scott Thomas Schetrompf.

ARTICLE VI

Stock Provisions

The total number of shares of capital stock, which the Corporation has the authority to issue is Ten Thousand (10,000) shares of common stock, without par value.

ARTICLE VII

The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to

authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereinafter authorized.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors including in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise, in any manner, to exclude or limit any powers conferred upon the Board of Directors, under the General Laws of the State of Maryland now or hereafter in force.

ARTICLE VIII

Except as may otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

ARTICLE IX

Reservation of Rights

The Corporation reserves the right to make, from time to time, any

amendment to the Articles of Incorporation, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Articles of Incorporation of outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator of C & S Transportation, Inc., executes these Articles of Incorporation, acknowledges the same to be his act and further acknowledges that, to the best of his knowledge, the matters and facts set forth herein are true in all material respects under the penalties of perjury.

Dated this 22nd day of April, 1987.

WITNESS:

Allen A. Gorman

J. Gregory Hanrigan
J. Gregory Hanrigan
141 W. Washington Street
Hagerstown, MD 21740
Phone: (301) 797-3367

2912 2426



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	70	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	(Certified Copy <i>SP</i>)
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES

71.10

Check

Cash

1 Documents on 2 checks

MAILED AUG 12 1987

MAIL TO ADDRESS:

J. Gregory Harrison
111 W. 6th Washington St
Hagerstown, Md 21740

NOTE:

APPROVED BY:

ARTICLES OF INCORPORATION
OF
C & S TRANSPORTATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 23, 1987 AT 4:05 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2332609

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
J. GREGORY HANNIGIN
111 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

202C3001742

A 230146



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2912 2421

774

ARTICLES OF INCORPORATION

OF

4/30/87 at 10:24 .m.

THE JOINT VETERANS COUNCIL OF WASHINGTON COUNTY, MARYLAND, INC.

THIS IS TO CLARIFY:

FIRST: That we, the subscribers, Robert Everhart whose post office address is 308 Woodhaven Drive, Hagerstown, Maryland 21740 Harold H. King, Sr. whose post office address is 200 Red Hill Drive, Hagerstown, Maryland, 21740 and Ron Leigh whose post office address is 936 Linwood Avenue, Hagerstown, Maryland 21740 all being of full legal age, do, under and by virtue of the General and Public Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is herein after called the Corporation) shall be:

THE JOINT VETERANS COUNCIL OF WASHINGTON COUNTY, MARYLAND, INC.

THIRD: Said Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law.) That the purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it in whole or in part as follows:

RECORD 5.00
A 0592CHCK 5.00
01987 8-03 A9:56

1. To promote patriotism and encourage demonstration of respect and honor to those who have contributed to the upbuilding and preservation of the United States, its institutions and ideals; to erect and maintain monuments and memorials to patriots in American history and to publish and disseminate information concerning their lives and their patriotic activities; to symbolize patriotism in our nation as a virtue gloriously shared by American citizens of all races and creeds, and to permanently establish as a motto of the Organization "For God, Nation, and for our Community."

2. To advocate, promote and maintain true allegiance to the government of the United States of America and fidelity to its constitution and laws.

3. To perpetuate those principles of liberty, freedom and justice from which was created the greatness that is the United States of America.

4. To inculcate in our citizenry a loyal appreciation of the heritage of American citizenship, with its responsibilities, rights, and privileges.

5. To preserve the United States of America from all enemies whomsoever.

71208405

6. To foster and perpetuate freindly relations among and advance the interest and welfare of Veterans of the Armed Forces of the United States of America living in the section of Washington County, State of Maryland services by this corporation.

7. To formulate, seek to establish and maintain high moral and spiritual ideals and standards among its members, the citizenry of the State of Maryland and the United States of America; provide a forum for the discussion of problems and programs of benefit and interest to members and other citizens of our State and Nation; and to promote the dissemination of such ideas and information as it may deem appropriate.

8. To keep alive the memory of exploits and heroism of the members or our Armed Forces and to instill their spirit and ideal of service to God, Country and Home in our youth, and to promote the realization that the family is the basic unit of society.

9. To preserve and strengthen comradeship and patriotism among its members, and to assist, comfort, and aid all needy and distressed members, their dependants and to include memorial projects within Washington County.

10. To join together to form principles and purposes of which shall be supreme alligiance to the United States of America and fidelity to its Constitution and laws; to held aloft the torch of true patriotism.

11. To encourage a more vivid understanding of the Constitution of the United States of America and active participation in the promotion of its ideals of life, liberty and the pursuit of happiness, to develop a more zealous citizenship, to encourage morality in government, labor, management, economic, social, fraternal and all other phases of American life, and to combat aggressively the forces which tend to impair the efficiency and permanency of our free institutions.

12. To secure legislation safeguarding the religious, economic and social welfare and security of its members.

13. To purchase, lease, hire or otherwise acquire, hold, own, use, develop, improve, mortgage, pledge, sell, and in any manner dispose of and to aid and subscribe toward the acquisition, development, both within and without the State of Maryland, and all rights and privileges therein suitable or convenient to any of the business of the corporation, without limits.

14. To borrow or raise money without limit and upon any terms for any of the purposes of the corporation and to issue bonds, debentures, notes, certificates of indebtedness, and other obligations of any nature, secured or unsecured and howsoever evidenced, and in any manner permitted by law for monies so borrowed, or in payment for property purchased, or for other lawful consideration, and to secure the payment there-of and of the interest thereon by mortgage or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the corporation for its corporate purposes; to loan money, secured by mortgages or pledges or per-

sonal property or otherwise, or without security.

15. To carry out all or any part of the foregoing objects as principal, factor agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, partnership or corporation and in carrying on its business and for the purposes of attaining or furthuring any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated, otherwise authorized by law, or incidental to the powers herein specified, or which at any time any appear conducive to, or expedient for the accomplishment of any of such objects purposes.

16. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments, and to redeem any debt or other obligation of the Corporation before the same shall fall due, on any terms and on any advance or premium.

17. To solicit, collect, raise and disburse money for the carrying out and accomplishment of any or all of the foregoing objects and purposes of the Corporation.

18. And, in general, to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations without capital stock formed thereunder as fully and to the same extent as if each and all of said powers were enumerated and set forth at length herein.

19. The objects and proposed specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is 308 Woodhaven Drive, Hagerstown, Maryland 21740; the resident agent of the Corporation is Robert Everhart whose Post Office address is 308 Woodhaven Drive, Hagerstown, Maryland 21740; said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of nay candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The Corporation shall have not less than Five (5) and not more than ten (10) Directors among who shall be the officers of the Corporation; Robert Everhart, Ron Leigh, Harold H. King, Sr., H. Hunter Robinson, John Martz, Sr., Dieter H.B. Protsch, Lewis Powell and Pete Callas shall act as such Directors until the first annual meeting or until their successors shall have been duly chosen and qualified. The exact number of Directors may be varied from time to time by appropriate action taken in accordance with the provisions of the By-Laws.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization (s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time, shall qualify as an exempt organization (s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such organizations (s), as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

1. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

2. This Corporation is not organized and shall not be conducted for profit. It is expressly declared that the purpose and essence of this Corporation is purely benevolent, charitable and philanthropic, and that none of its property, real, personal, or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

3. The conditions, method of admission, qualifications and classifications of emembership and limitations, rights, powers and duties of members dues, assesements and contributions of members, the method of expulsion from and termination of membership, limitation upon or qualifications of voting power and all other matters pertaining to membership and the conduct, management and control of the business pro-
terty and affairs of the Corporation shall be as provided from time to time in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The members of the Corporation shall be such individuals that may be elected to membership from time to time in accordance with the provisions of the By-Laws.

TENTH: The Corporation shall be managed by a Board of Directors, as provided by Article Six hereof; but the exact number, the quali-
fications, powers, and duties of the Directors shall be provided for by the By-Laws; and the By-Laws shall also provide for assistants to the Directors, officers, agents, and employees as may be desirable. The members, gathered in regular and special meetings duly convened and conducted in accordance with the provisions of the By-Laws, shall be the governing body of the Corporation in all matters.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner new or hereafter provided by stature upon the affirmative vote of two-thirds of the members are herein granted sub-
ject to this reservation, provided that no such amendment shall permit this Corporation to engage in business for profit.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28 day of April, 1987

WITNESS:

Shirley M. Cline
Shirley M. Cline

As to all three.

STATE OF MARYLAND)

CITY OF HAGERSTOWN) ss.

Robert Everhart
Robert Everhart

Ron Leigh
Ron Leigh

Harold H. King, Sr.
Harold H. King, Sr.

I HEREBY CERTIFY that on this 28 day of April, 1987 before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Hagerstown aforesaid, personally appeared Robert Everhart, Harold H. King, Sr. and Ron Leigh and severally acknowledged the fore-
going Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

My Commission expires
July 1, 1990

Shirley M. Cline
Notary Public
Shirley M. Cline



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

779

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 91

_____ P.A. _____ Religious _____ Close _____ Stock ☒ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standing
	_____	Foreign Corporation Registration
	_____	Other
	_____	Other

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987

MAIL TO ADDRESS: _____

John Calles
Route 1

Hagerstown, Md 21740

NOTE: _____

TOTAL
FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
THE JOINT VETERANS COUNCIL OF WASHINGTON
COUNTY, MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 30, 1987 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2334191

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PETER G. CALLAS
ROUTE 1
HAGERSTOWN

MD 21740

203C3000130

A 230234



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2914 0477

5.00
5.00
RECORD
A 0593CHCK
01987 3-03 49:57

Received for record August 3, 1987 at 9:57 PM
CORPORATION LIBER 37

781

1987 APR 2

9:30

Blue Streak, Incorporated

4/28/87

9.36a

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Charles P. Strong, Jr., whose post office address is 21 Summit Avenue, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Blue Streak, Incorporated.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To remove asbestos; do construction work; and to engage in any other lawful purpose and business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1115 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Samuel O. Powell, 1115 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

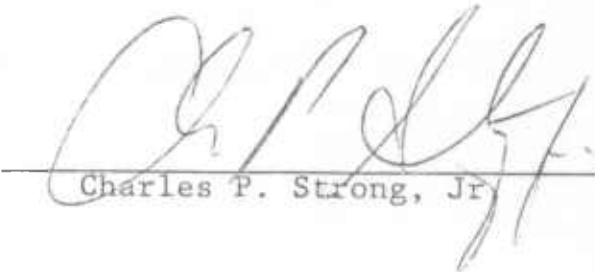
SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Samuel O. Powell and Patricia M. Powell.

71188170

2914 0688

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this day of April, 1987, and I
acknowledge the same to be my act.



Charles P. Strong, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of April, 1987,
before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Charles P. Strong, Jr.
who acknowledged the foregoing Articles of Incorporation to be
his act.

WITNESS my hand and Official Notarial Seal.



Notary Public



My Commission Expires:
July 1, 1987



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

783

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Charles Strong

21 Summit Ave

Hagerstown Md 21740

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

NOTE:

314 0690

784

ARTICLES OF INCORPORATION
OF
BLUE STREAK, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 28, 1987 AT 9:36 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2334563

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CHARLES STRONG
21 SUMMIT AVENUE
HAGERSTOWN

MD 21740

203C3000167

A 230266



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2914 0687

785

RECORD 3.00
A 0595CHCK 5.00
01987 8-03 A9:58

THE GREATER HAGERSTOWN COMMITTEE, INC.

ARTICLES OF INCORPORATION

I, William P. Young, Jr., whose Post Office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

FIRST: The name of the corporation (the "Corporation") shall be:

THE GREATER HAGERSTOWN COMMITTEE, INC.

SECOND: The purposes for which the Corporation is formed are:

a. The Corporation is organized exclusively for charitable, educational, and scientific purposes as those terms are defined in Section 501 (c)(3) of The Tax Reform Act of 1986, as amended from time to time (or the corresponding provision of any future federal tax law), and the accompanying regulations of the greater Hagerstown geographical region, which shall include but is not limited to Washington County, Maryland, Franklin County, Pennsylvania, and Berkeley County, West Virginia.

b. The Corporation shall exercise all powers accorded a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of the exempt purposes which are set forth below. In furtherance of its exempt purposes, the Corporation may receive and administer funds for its exempt purposes, all for the public welfare and for no other purposes, and to that end:

(1) may take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law;

(2) may sell, convey and dispose of any property and may invest and reinvest the principal thereof, and may deal with and expend the income therefrom for any authorized purpose, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(3) may receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other instrument for the foregoing purposes or any of them, and

LS 347 H-111100
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

71253020

APPROVED FOR RECORDS 1398

5/4/87 at 11:57 .m.

in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than charitable purposes within the meaning of such terms as defined in Article SECOND of these Articles of Incorporation or as shall, in the opinion of the Active Members of the Corporation, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of The Tax Reform Act of 1986 as now in force or afterwards amended;

(4) may receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and,

(5) in general may exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable, educational, and scientific purposes as defined herein, all for the public welfare of the people living in the greater Hagerstown region can be authorized to exercise, but only to the extent such powers are in furtherance of its exempt purposes.

c. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of The Tax Reform Act of 1986 or the corresponding provision of any future federal tax law) or (b) a corporation contribution to which are deductible under Section 170(c)(2) of The Tax Reform Act of 1986 (or the corresponding provision of any future federal tax law).

d. Included among the charitable, educational, and scientific purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a), (b) and (c) of Article SECOND are the following:

1. To help identify the problems of the greater Hagerstown region,

2. To help find broad and sound solutions for such problems, and

3. To assist in the resolution of these problems to the end that the greater Hagerstown region is a vital and progressive region that will provide the best quality of life for all of our citizens. To these ends, the Corporation seeks to cooperate with and assist governmental authorities and other private organizations.

THIRD: The post office address of the principal office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are William P. Young, Jr., 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

FOURTH: The Corporation is not organized for profit; it shall have no capital stock; and, it shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

FIFTH: The number of directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert T. Golitz, Roland G. Hebb, Elmer B. Kaelin, Carl R. Pedersen, Ross H. Rhoads, and Norman P. Shea.

SIXTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other Section 501(c)(3) organization as that term is defined in The Tax Reform Act of 1986, as amended from time to time, or any corresponding provision of any future federal tax law, of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to

which the property previously belonged and which is located in the same geographical area as the greater Hagerstown region.

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of The Tax Reform Act of 1986, or any corresponding provisions of any subsequent federal tax law.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of The Tax Reform Act of 1986, or corresponding provisions of any subsequent federal tax law.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of The Tax Reform Act of 1986, or corresponding provisions of any subsequent federal tax law.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of The Tax Reform Act of 1986, or corresponding provisions of any subsequent federal tax law.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of The Tax Reform Act of 1986, or corresponding provisions of any subsequent federal tax law.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH

shall be entitled to exemption from federal income tax under Section 501(c)(3) of The Tax Reform Act of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only charitable, scientific, testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of The Tax Reform Act of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this first day of May 1987 and I acknowledge the same to be my act.


William P. Young, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

0304

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Meyers + Young
P.O. Box 1267
Hagerstown, Md
21741-1267

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

change per
Mancy Boyer
5/4/87

ARTICLES OF INCORPORATION
OF
THE GREATER HAGERSTOWN COMMITTEE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 4, 1987 AT 11:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2336766

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MEYERS & YOUNG, P.A.
P. O. BOX 1267
HAGERSTOWN

MD 21741 1267

206C3000387

A 230880



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2915 1397

RECORD
A 0596CHCK
01987 3-03 49:59
6.50
6.50

Received for record August 3, 1987 at 9:59 PM
CORPORATION LIBER 37

5/7/87
81506
ARTICLES OF INCORPORATION

OF

1987-7 P 9:51
DIVERSE ENTERPRISES, LTD.

A Maryland Corporation

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, have voluntarily acted with the purpose of forming a corporation under the Laws of the State of Maryland and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I: The incorporator, Stephen C. Hosea, 6305 Ivy Lane, Suite 420, Greenbelt, Maryland, is an adult individual and does act as incorporator with the intention of forming a corporation.

ARTICLE II: The name of the corporation is:

DIVERSE ENTERPRISES, LTD.

ARTICLE III: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

Directly, or through ownership of shares in any corporation, to engage in various business enterprises including but not limited to the breeding of horses, and the buying, selling, leasing and management of real property.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes,

1978101

1913 1357

- 2 -

debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates of receipt, to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose.

To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

To purchase, hold, sell and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Maryland without restriction as to place or amount.

To carry on all other business in connection therewith.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

To engage in any other lawful purpose and/or business and do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the Laws of the State of Maryland.

ARTICLE IV: The post office address of the principal office of the Corporation in the State of Maryland is Stonemeadow Farm, Route 3, Smithsburg, Washington County, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in the State of Maryland is Stephen C. Hosea, 6305 Ivy Lane, Suite 420, Greenbelt, Maryland, and said Resident Agent is an individual actually residing in Maryland.

ARTICLE V: The total number of shares of capital stock which the Corporation has authority to issue is 5000 shares of common stock, all of one class of stock. All the stock of the Corporation is without par value.

ARTICLE VI: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1) provided that:

1. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one; and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Christian Heurich, III.

ARTICLE VII: This Corporation is to have perpetual existence.

ARTICLE VIII: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange or sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

The By-Laws of the Corporation may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase the number of directors fixed by these Articles of Incorporation or by the By-Laws within a limit specified in the By-Laws provided that in no case shall the number of directors be less than one (1) and to fill the vacancies created by any such increase in the number of directors. Unless otherwise provided in the By-Laws of the Corporation, the directors of the Corporation need not be stockholders thereof.

The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland shall have and may exercise any or all of the powers of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

The Board of Directors shall, subject to the Annotated Code of the State of Maryland have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations any accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except

as conferred by the Annotated Code of the State of Maryland unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

If the By-Laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Annotated Code of the State of Maryland to keep the books of the Corporation outside of said State at such place or places as may from time to time be designated by it.

The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

The Board of Directors is expressly authorized to make, alter, amend and repeal the By-Laws of the Corporation.

With respect to:

1. The amendment of the Charter of the Corporation;
2. The consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
3. The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
4. The sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
5. The participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
6. The voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article IX.

ARTICLE X: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments otherwise acquire such shares.

ARTICLE XI: The Corporation shall provide any indemnification required or permitted by the Laws of Maryland and shall indemnify directors, officers, agents and employees to the full extent as allowable under the Annotated Code of Maryland, Corporations and Associations Article, Section 2-418, as amended or superseded from time to time.

IN WITNESS WHEREOF, I, the herein undersigned, have signed these Articles of Incorporation on this 16th day of April, 1987.

Witness:

Philip J. Russo

Stephen C. Hosea
Stephen C. Hosea, Incorporator

STATE OF MARYLAND

:

: ss:

COUNTY OF PRINCE GEORGE'S

:

I HEREBY CERTIFY that on this 16th day of April, 1987, before me, the subscriber, a notary public of the State of Maryland in and for the County of Prince George's personally appeared in said State and County, Stephen C. Hosea, Incorporator, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Kimberly A. Heel
Notary Public, Maryland

My Commission Expires: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 123 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>26</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Philip Greene

6305 Ivy Lane #420

Greenbelt, Md 20770

TOTAL
FEES46☒ Check _____ Cash _____

_____ Documents on _____ checks

APPROVED BY: gs

NOTE: _____

ARTICLES OF INCORPORATION
OF
DIVERSE ENTERPRISES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **MAY** **7, 1987** AT **8:50** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 26

SPECIAL
FEE PAID:

\$ 6.50

D2338978

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
PHILIP GREENE
6305 IVY LANE, SUITE 420
GREENBELT MD 20770

210C3000608

A 230937



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2915 2356

5/7/87 3:11
DAGMAR INN, INC.ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Hilton C. Smith, Jr., whose post office address is 233 South Prospect Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is DAGMAR INN, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the Corporation is formed are:

(1) To operate one or more restaurants and to sell alcoholic beverages.

(2) To do anything permitted under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 64 East Antietam Street, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Hilton C. Smith, Jr., 233 South Prospect Street,

1987 2464

Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

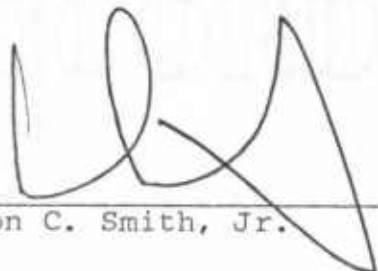
SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Hilton C. Smith, Jr. and William E. Murray.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Bonnie K. Woodard


Hilton C. Smith, Jr.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

William Wank
 123 W. Washington St
 Hagerstown, Md 21740

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

ARTICLES OF INCORPORATION
OF
DAGMAR INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **MAY** **7, 1987** AT **3:11** O'CLOCK **P.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

02339158

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
WILLIAM WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

210C3000626

A 230953



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2915 2463

5/7/87
DAGMAR HOTEL, INC.ARTICLES OF INCORPORATION
including election to be a Close Corporation 308

FIRST: I, Hilton C. Smith, Jr., whose post office address is 233 South Prospect Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is DAGMAR HOTEL, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the Corporation is formed are:

- (1) To operate one or more hotels.
- (2) To do anything permitted under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Hilton C. Smith, Jr., 233 South Prospect Street, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

71288003

71288004

2915 2468

1987 MAY -7 P 3:08

RECORD
5.00
00.00
00:014500-2
01987 28410
A 0598CHCK

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have three (3) directors, whose names are Hilton C. Smith, Jr., Steven T. Sager and William E. Murray.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Bessie K. Woodard

Hilton C. Smith, Jr.

808



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

020

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

William W. W. W.
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCm

NOTE:

ARTICLES OF INCORPORATION
OF
DAGHAR HOTEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **MAY** **7, 1987** AT **3:08** O'CLOCK **P.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2339166

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
WILLIAM WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

210C3000627

A 230954



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO,

2915 2467

810

mp

5.00
5.00
5.00
RECORD
A 0599CHCK
01987 8-03A10:02

Received for record August 3, 1987 at 10:02 AM
CORPORATION LIBER 37

5/11/87

1:40 P

ARTICLES OF INCORPORATION

OF

OAK RIDGE LIQUORS OF HAGERSTOWN, INCORPORATED

THIS IS TO CERTIFY:

First: That I, KI SUNG MUN, whose post office address is 1077 Old Waynesboro Road, Fairfield, Pennsylvania 17320, being over twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

Second: That the name of the corporation (which is hereinafter called the "Corporation") is OAK RIDGE LIQUORS OF HAGERSTOWN, INCORPORATED.

Third: That the purposes for which the Corporation is formed are as follows:

(a) for the purpose of engaging in the business of a retail liquor store and the sale of alcoholic beverages to the public in general;

(b) for the sale and dispensing of groceries, soft drinks and miscellaneous sundry items and goods and related articles of merchandise;

(c) to manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind;

(d) to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated;

(e) to carry on and transact, for itself or for accounts of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description;

(f) to purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any

01:11 P

1915 2632

other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise;

(g) to apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same;

(h) to purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock, of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation;

(i) to guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association;

(j) to loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge,

discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes;

(k) to carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights; and

(l) to carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

Fourth: The post office address of the principal office of the Corporation is 310 West Oak Ridge Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is JAMES T. BARNES, 106 Lorraine Terrace, Hagerstown, Maryland 21740. The said Resident Agent is an individual over the age of twenty-one (21) years actually residing in the State of Maryland.

Fifth: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) per share, all of one class, and having an aggregate value of Ten Thousand Dollars (\$10,000.00).

Sixth: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: KI SUNG MUN, JUN SOP MUN and JAMES T. BARNES.

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the

2915 2634

Corporation, and of the directors and stockholders:

(a) the Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized;

(b) the Board of Directors shall have the power to mortgage the property of the Corporation, from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation;

(c) no contract or other transaction between this Corporation and any corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or the majority thereof; and any director of this Corporation who is also a director or officer of such other corporation may be taken into consideration in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which authorizes any such contract or transaction, with like force and effect as if he or she were not a director or officer of such other corporation or not so interested;

(d) the Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing, or acquiring any of the shares of stock of the Corporation, or any of its bonds, or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient;

(e) notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the

affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation; and


(f) the above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General Powers conferred by law upon the directors of a corporation.

Eighth: the duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of April, 1987.

WITNESS:

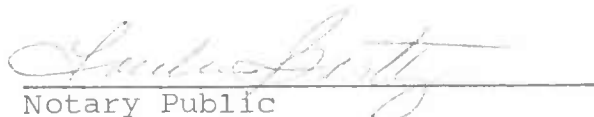



KI SUNG MUN

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 20th day of April, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared KI SUNG MUN and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and seal Notarial.


Notary Public

My Commission Expires July 1, 1990

OAK RIDGE LIQUORS, INC.
RT. 1, BOX 160-A
FAIRPLAY, MARYLAND 21733

LETTER OF CONSENT

TO: STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Consent is hereby given, by the above letterhead Corporation, for the granting by your office, to KI SUNG MUN, the corporate name OAK RIDGE LIQUORS OF HAGERSTOWN, INCORPORATED.

Attested to by:

James W. Wilson
President

SEAL

Dorothy B. Wilson
Secretary

2913 2637



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

02033322

P.A.

Religious

Close

✓ Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

FRANCIS P. MCKENNA

ROUTES, BOX 123

HAGERSTOWN, MD 21740

TOTAL FEES

40

✓ Check

Cash

Documents on

1 checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
OAK RIDGE LIQUORS OF HAGERSTOWN, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 1:40 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2339398

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
FRANCIS P. MCKENNA
ROUTE 5, BOX 123
HAGERSTOWN

MD 21740

210C3000650

A 230976



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2915 2631

818

mf

RECORD 5.00
0600CHCA 5.00
01987 8-03A10:03

Received for record August 3, 1987 at 10:03 AM
Corporation Liber 37

ARTICLES OF INCORPORATION
FAM AIR SYSTEMS, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

1987 MAY 12 A 10:36

FIRST: I, Richard K. Fisher, whose post office address is 201 Westside Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is FAM AIR SYSTEMS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the sales and service of appliances; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 201 Westside Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Richard K. Fisher.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

STATE DEPARTMENT OF REVENUE
AND TAXATION

APPROVED FOR RECORD

10:36 A

5/12/87

71223343

2316 0917

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Bonnie L. Daugherty Richard K. Fisher
Richard K. Fisher

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 7th day of May, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard K. Fisher and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Bonnie L. Daugherty
Notary Public

My Commission Expires:
July 1, 1990

ES-16 0810



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

TOTAL
FEES40

Check

Cash

(Documents on 1 checks

MAIL TO ADDRESS: _____

RICHARD W. LAURICELLA

28 WEST WASHINGTON ST.

P.O. Box 1269

FREDERICK, MD 21741-

NOTE: _____

1269APPROVED BY: MP

ARTICLES OF INCORPORATION
OF
FAM AIR SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 12, 1987 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2339885

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
RICHARD W. LAURICELLA
28 WEST WASHINGTON ST.
P. O. BOX 1269
FREDERICK

MD 21741 1269

211C3000699

A 231047



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2916 0916

APPROVED FOR RECORD

5/11/87 at 9:22 A.M.

822

RECORD
A 0611CHCK
01987 8-03A10:04
5.00
5.00

Received for record August 3, 1987 at 10:04 AM Corporation Liber 37

GUNNELL, INC.

Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Robert H. Gunnell, Sr., whose office address is Route 1, Box 1185, Warfordsburg, Pennsylvania 17267, and Robert B. Stone, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, both being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Gunnell, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

b) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 152 East Main Street, Hancock, Maryland 21750. The name and post office address of the resident

71313030

2916 0981

agent of the Corporation in Maryland are Lorri J. Moats, 152 East Main Street, Hancock, Maryland 21750. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Robert H. Gunnell, Sr.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President: Robert H. Gunnell, Sr.
- (2) First Vice President: Robert H. Gunnell, Jr.
- (3) Second Vice President: Timothy D. Gunnell
- (4) Secretary: Lorri J. Moats
- (5) Treasurer: Bruce W. Gunnell

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7th day of May, A.D., 1987.

Robert H. Gunnell Sr. (SEAL)
Robert H. Gunnell, Sr.

Robert B. Stone (SEAL)
Robert B. Stone

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 7th day of May, A.D., 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert H. Gunnell, Sr., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann McLucas
Notary Public

My Commission Expires: 7/1/90

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 7th day of May, A.D., 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert B. Stone, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann McLucas
Notary Public

My Commission Expires: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

825

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987
MAIL TO ADDRESS: _____

ROBERT B STONE

635 OAK HILL AVENUE

HAGERSTOWN, MD. 21740

TOTAL
FEES

40

_____ Check _____ Cash

(Documents on 1 checks

NOTE: _____

APPROVED BY: MR

826

ARTICLES OF INCORPORATION
OF
GUNNELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2339992

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT B. STONE
635 OAK HILL AVENUE
HAGERSTOWN

MD 21740

211C3000710

A 231056



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2916 0980

RECORD 5.50
5.50
1602CHCK
01987 8-03A10:04
ARTICLES OF INCORPORATION

OF

DAVIDSON COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Frank O. Davidson, whose Post Office address is Route #5, Box 16, Leitersburg Pike, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

SECOND: That the name of the corporation, which is hereinafter referred to as "Corporation," is:

DAVIDSON COMPANY, INC.

THIRD: The purposes for which said Corporation are formed and the business or objects to be carried on and promoted by it are as follows:

A. To engage in, conduct and carry on the commercial and retail business of buying, selling, bartering and trading manual, electronic and computerized operated office business machines, cash registers, time clocks, automatic parking equipment, and other sundry related equipment for that purpose. At the sole option of the Corporation, it may furnish and supply all maintenance, services, goods, supplies, equipment, parts and merchandise in connection with the sale of said products.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

1987 MAY 11 A

71318381 86 5 A 05 11 1987

71318382

2916 1102

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Route #5, Box 16, Leitersburg Pike, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Frank O. Davidson, whose Post Office address is Route #5, Box 16, Leitersburg Pike, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than three (3).

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred

Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

C. The Board of Directors shall have authority to exercise, without a vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in

such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (b) or (c) of the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in the circumstances.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or

interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 20th, 1987.

WITNESS:

Kathleen Davidson

Frank O. Davidson
Frank O. Davidson

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on April 20th, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank O. Davidson, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

833

DOCUMENT CODE

02 0

BUSINESS CODE

03

COUNTY

11

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization

61 22 Rec. Fee (Arts. of Inc.)

62 Rec. Fee (Amendment)

63 Rec. Fee (Merger or

Consolidation)

64 Rec. Fee (Transfer)

65 Rec. Fee (Dissolution)

66 Rec. Fee (Revival)

52 Foreign Qualification

50 Cert. of Qual. or Reg.

51 Foreign Name Registration

13 Certified Copy

56 Foreign Penalty

54 For. Supplemental Cert.

73 Cert. of Conveyance

75 Special Fee

80 For. Limited Partnership

83 Cert. Limited Partnership

84 Amendment to Limited

Partnership

85 Termination of Limited

Partnership

21 Recordation Tax

22 State Transfer Tax

23 Local Transfer Tax

31 Corp. Good Standing

NA Foreign Corporation

Registration

Other

Other

TOTAL
FEES

42

Check

Cash

Documents on 2 checks

APPROVED BY:

My

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED AUG 12 1981

MAIL TO ADDRESS:

RICHARD F. MCGRODY

100 WEST WASHINGTON ST
HAGERSTOWN, MD 21740

NOTE:

ARTICLES OF INCORPORATION
OF
DAVIDSON COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 9:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 22

SPECIAL
FEE PAID:

\$

D2340214

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RICHARD F. MCGRAY
100 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

211C3000732

A 231078



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2916 1101

RECORD 5.00
A 0603CHCK 5.00
01987 8-03A10:05

Received for record August 3, 1987 at 10:05 AM
Corporation Liber 37

835

APPROVED FOR RECORD
5/11/87 at 10:20

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
ALICE WEAGLY SHOP, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sarah Jane Cline, whose Post Office address is 124 Manse Road, Hagerstown, Maryland, 21740; Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the information of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

ALICE WEAGLY SHOP, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

2916 2875

To manufacture, buy, sell, export, import, and deal at retail and wholesale in dresses, skirts, blouses, separates, weskits, shorts, pedal pushers, slacks, bathing suits, beach coats, jackets, coats, suits, and other sportswear and women's and children's apparel of every nature and description, and in dress accessories and novelties of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business; the nature of the business and the object of the purposes to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the statutes of the State of Maryland.

FIFTH: The Post Office address of the principal office of this Corporation is 250 Potomac Heights, Hagerstown, Maryland, 21740. ✓

The resident Agent of this Corporation is Coleen I. Levy, whose post office address is 250 Potomac Heights, Hagerstown, Maryland, 21740. ✓ Said resident Agent is a citizen of the State of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings

2916 2876

of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

EIGHTH: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 31st, 1987, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified is: Coleen I. Levy.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to

time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

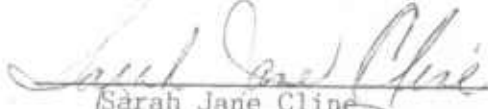
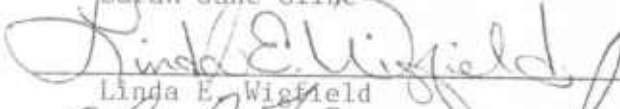
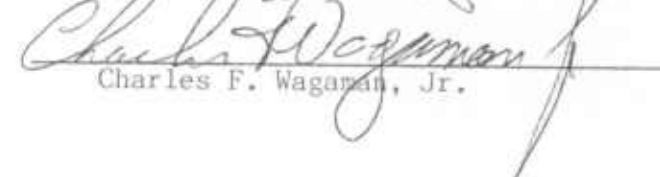
B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 5th day of

May, A.D., 1987.


 Sarah Jane Cline

 Linda E. Wigfield

 Charles F. Wagaman, Jr.

2916 2878



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

839

DOCUMENT CODE 02 John BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>8</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code _____

ATTENTION: _____

MAILED AUG 12 1987

MAIL TO ADDRESS: _____

Charles Wagamon
16 E. Antietam St
Hagerstown, Md
21740

TOTAL FEES 51
Check _____ Cash _____

2 Documents on 1 checks

APPROVED BY: PCm

Copy made

NOTE: _____

ARTICLES OF INCORPORATION
OF
ALICE WEAGLY SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2340719

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CHARLES WAGAMAN
16 E. ANTIETAM ST.
HAGERSTOWN

MD 21740

212C3000782

A 231125



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2916 2874

RECORD 5.00
0607CHCK 5.00
01987 8-03A10:07

Received for record August 3, 1987 at 10:07 AM Corporation
Corporation Liber 37

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION 841

APPROVED FOR RECORD
5/11/87 at 10:20

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
FREDDIE'S CORNER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sarah Jane Cline, whose
Post Office address is 124 Manse Road, Hagerstown, Maryland,
21740; Linda E. Wigfield, whose Post Office address is Route 1,
Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman,
Jr., whose Post Office address is 600 Maryland National Bank
Building, Hagerstown, Maryland, 21740, each of whom are at least
eighteen (18) years of age, do hereby, under and by virtue of the
General Laws of the State of Maryland authorizing the information
of corporations, associate ourselves for the purpose and with the
intention of forming a Close Corporation pursuant to the
provisions of the Corporations and Associations Article, Title
Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

FREDDIE'S CORNER, INC.

THIRD: The Corporation shall be a close corporation as
authorized by Title Four of the Corporations and Associations
Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is
formed and the business or objects to be carried on or promoted
by it are as follows:

NOTARY 11 AUG 27

71813363

2916 2881

To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles,

1916 1982

products, and merchandise; the nature of the business and the object of the purposes to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the statutes of the State of Maryland.

FIFTH: The Post Office address of the principal office of this Corporation is 250 Potomac Heights, Hagerstown, Maryland, 21740. ✓

The resident Agent of this Corporation is Harold E. Levy, whose post office address is 250 Potomac Heights, Hagerstown, Maryland, 21740. ✓ Said resident Agent is a citizen of the State of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

EIGHTH: The shares of stock of the corporation shall be 2000

transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 31st, 1987, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified is: Harold E. Levy.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.


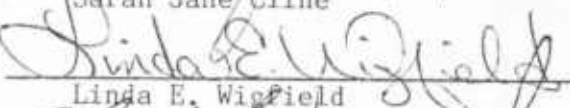
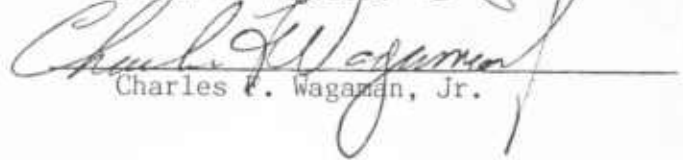
B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

2215 1864

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 5th day of May, A.D., 1987.


Sarah Jane Cline

Linda E. Wigfield

Charles F. Wagaman, Jr.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 11 1 Certified Copy 5
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

Charles W. Wagoner
 16 E. Antietam St
 Hagerstown, MD
 21740

TOTAL FEES

51

Check

Cash

2 Documents on 1 checks

APPROVED BY:

PCM

Copy made

NOTE:

ARTICLES OF INCORPORATION
OF
FREDDIE'S CORNER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 11, 1987 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2340727

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
CHARLES WAGAMAN
16 E. ANTIETAM ST.
HAGERSTOWN

MD 21740

212C3000783

A 231126



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2916 2890

RECORDED
A 0608CHCK
01987 8-03A10:09R. A. V. B. L. CORPORATION
(A Close Corporation Under Title 4 of Corporation and Association Article)ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Babubhai K. Patel, whose post office address is Route 3, Box 1250, Gainesville, Virginia 22065, and Robert B. Stone, whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, both being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is R. A. V. B. L. Corporation.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To acquire real property by purchase, lease or otherwise, to erect, repair, and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, and cafe business. To establish, maintain, and operate news stands, tobacco counters, novelty shops, theater ticket agencies, barber shops, hair-dressing and manicuring parlors, garages, tennis courts, and swimming pools.

b) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and

2918 0861

71338021

establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tabacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

c) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

d) To engage in any lawful act or activity for which

2918 0862

corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 16 North Prospect Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Dr. Bhalahai V. Patel, 4603 Usange Street, Beltsville, Maryland 20705. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Babubhai K. Patel.

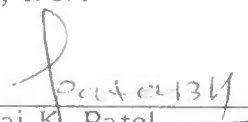
8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) Babubhai K. Patel, President and Treasurer.
- (2) Leela B. Patel, Vice President and Secretary

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of May, A.D., 1987.



Babubhai K. Patel (SEAL)

Robert B. Stone (SEAL)
Robert B. Stone

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 8th day of May, A.D., 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Babubhai K. Patel, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Jean M. Lucas
Notary Public

My Commission Expires: 7/1/90

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 8th day of May, A.D., 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert B. Stone, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Jean M. Lucas
Notary Public

My Commission Expires: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

ROBERT B. STONE
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

TOTAL
FEES

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
R. A. V. B. L. CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 18, 1987 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2343630

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
ROBERT B. STONE
635 OAK HILL AVENUE
HAGERSTOWN

MD 21740

215C3001074

A 231399



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2918 0860

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

854

RECORD 5.00
A 0609CHCKE 5.00
01987 8-03A10:10

ARTICLES OF INCORPORATION

5-18-87 10.34a

FIRST: That we, Frank Subasic, whose post office address is Rt. 4, Box 307, Berkeley Springs, West Virginia 25411; John Shepard, whose post office address is 1124 Fairfax Street, Berkeley Springs, West Virginia 25411; Thomas Fite, whose post office address is 216 South First Street, McConnellsburg, Pennsylvania 17233; and H. W. Murphy, whose post office address is 251 East Antietam Street, Hagerstown, Maryland 21740; being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Tri-State Community Health Center, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterward amended; to receive take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for

the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

1. To engage in diversified health care activities and perform any other related activities in Maryland, Pennsylvania, West Virginia and Virginia.
2. To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose.
3. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and in any part of the world.
4. To do anything permitted by the Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 130-32 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Mona True, 282 West Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John Shepard
Thomas Fite
H. W. Murphy

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended:

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax of undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

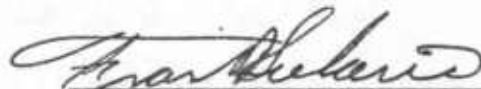
(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: The Corporation may, at its discretion, indemnify all of its present and former directors and officers in connection with any proceedings (as such term is defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, or in any successor provisions of the laws of the State of Maryland) to the fullest extent permitted by and in accordance with the laws of the State of Maryland, as amended from time to time.

IN WITNESS WHEREOF; We have signed these Articles of Incorporation this 13th day of May, 1987, and weacknowledge the same to be our act.



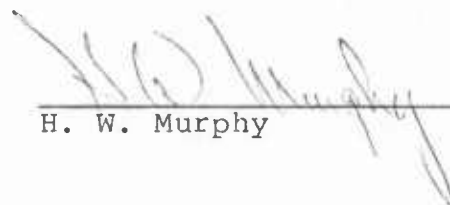
Frank Subasic



John Shepard



Thomas Fite



H. W. Murphy



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Michael Schaefer
100 W. Washington St
Hagerstown, Md 21740

TOTAL
FEES40☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: GA

NOTE: _____

ARTICLES OF INCORPORATION
OF
TRI-STATE COMMUNITY HEALTH CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 18, 1987 AT 10:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2344661

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
MICHAEL SCHAEFER
100 W. WASHINGTON STREET
HAGERSTOWN MD 21740

216C3001177

A 231510



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO 2918 1883

RECORD
A 0610CHCK
06/18/87 8-03A10:11
5.00
5.00

Received for record August 3, 1987 at 10:11 AM Corporation Liber 37

ARTICLES OF INCORPORATION

OF

WEST POTOMAC FIRE AND RESCUE EQUIPMENT, INC.

(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

5/18/87 at 10:21

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS, WEST POTOMAC FIRE AND RESCUE EQUIPMENT, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND, AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO ENGAGE IN THE BUSINESS OF MARKETING MERCHANDISE OF ALL KINDS BY OPERATING A RETAIL AND WHOLESALE BUSINESS. TO ENGAGE IN AND CARRY ON A GENERAL MERCHANDISE BUSINESS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOPE, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION, OF THE POWERS CONFERRED UPON THE CORPORATION BY LAWS, AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALITY OF ANY OTHER PURPOSES, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS WEST POTOMAC PARKWAY, WILLIAMSPORT, MARYLAND 21795. THE RESIDENT AGENT OF THE CORPORATION IS LUTHER E. GRIMES, WHOSE POST OFFICE ADDRESS IS 405 S. CONOCOCHIEAGUE, WILLIAMSPORT, MARYLAND, 21795. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

71383283

2919 0269

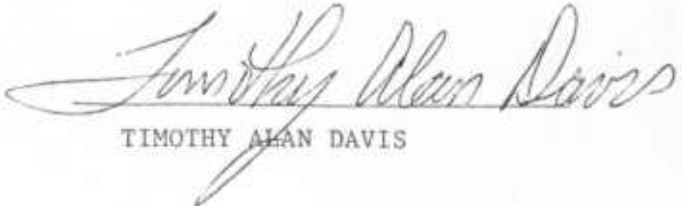
FBI MAY 18 A 10:21

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE
(3) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE
OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF
DIRECTORS, PURSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED
CODE OF MARYLAND. THE NAME OF THE DIRECTORS WHO SHALL ACT UNTIL AT LEAST ONE
SHARE IS ISSUED SHALL BE LUTHER E. GRIMES, TIMOTHY A. DAVIS, WILLIAM G. PRICE.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE
6th DAY OF MAY, 1987.


TIMOTHY ALAN DAVIS

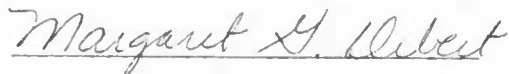
STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 6th DAY OF MAY, 1987, BEFORE ME, THE
SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PER-
SONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO
BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1, 1990


NOTARY PUBLIC



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax <u>\$50535</u>
23	_____	Local Transfer Tax
31	<u>6</u>	<u>1</u> Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Timothy Davis
1023-A Maryland Ave
Hagerstown, Md 21740

NOTE: _____

TOTAL
FEES46 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
WEST POTOMAC FIRE AND RESCUE EQUIPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 18, 1987 AT 10 21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

02345429

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO
TIMOTHY DAVIS
1023 -A MARYLAND AVE.
HAGERSTOWN

MD 21740

217C3001253

A 231588



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 19 0268

RECORD 5.00
A 0611CHCK 5.00
01997 8-03AID:11Received for record August 3, 1987
at 10:11 AM Corporation Liber 37STATE DEPARTMENT OF REVENUE
AND TAXATION

APPROVED FOR RECORD

5/22/87 at 9:59

A Maryland Close Corporation
Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION
OF
FRED D. GALLOWAY CONSTRUCTION CO., INC.

FIRST: I, Fred D. Galloway, whose post office address is Route 1, Box 195-Z, Keedysville, Maryland 21756 and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Fred D. Galloway Construction Co., Inc.

THIRD: The Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the business of masonry and general construction.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 195-Z, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is Fred D. Galloway, Route 1, Box 195-Z, Keedysville, Maryland 21756. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock, having a par value of Ten Dollars (\$10.00) per share and the total aggregate par value of the stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of Directors shall be Two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the first Annual Meeting or until their successors are duly chosen and qualified, are Fred D. Galloway and James Locklear.

71423086

2920 0613

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such Corporate representative, other than a present or former Director or Officer, is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8 day of May, 1987, and I acknowledge the same to be my act and deed.

Fred D. Galloway
Fred D. Galloway



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 21# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: AName Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Umar, Inc. Group et al
100 W. Washington St
Hagerstown, Md 21740

NOTE: _____

ARTICLES OF INCORPORATION
OF
FRED D. GALLOWAY CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 22, 1987 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2348134

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
URNER, MCGRORY, NAIRN, ETAL
100 W. WASHINGTON STREET
HAGERSTOWN MD 21740

220C3001524

A 231806



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

JACQUES BLUE MOUNTAIN, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

5/27/87 9:59N

FIRST: I, Richard W. Lauricella, whose post office address is P.O. Box 1269, Hagerstown, Maryland, 21741, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is JACQUES BLUE MOUNTAIN, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the ownership and operation of real estate; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 154, Smithsburg, Maryland, 21783. The name and post office address of the Resident Agent of the Corporation in this State is Walter C. Jacques, Route #3, Box 154, Smithsburg, Maryland, 21783. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Susan D. Jacques and Charles H. M. Jacques.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

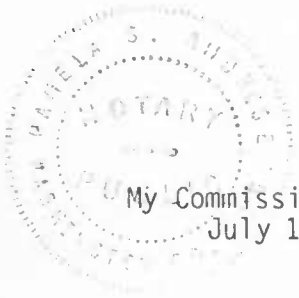
Pamela S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 20th day of May, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1990

2921 0100

870



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 D

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Lauricella

PO Box 1269

Hagerstown, MD 21741-

1269

TOTAL
FEES40☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: QJ

NOTE: _____

2921 0101

ARTICLES OF INCORPORATION
OF
JACQUES BLUE MOUNTAIN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 27, 1987 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2349140

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
RICHARD LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

221C3001609

A 231993



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3921 0098

Received for record August 3, 1987 at 10:16 AM
Corporation Liber 37

ARTICLES OF INCORPORATION

JACQUES MILL POND, INC.

5/27/87 9.59a
A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

FIRST: I, Richard W. Lauricella, whose post office address is P.O. Box 1269, Hagerstown, Maryland, 21741, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is JACQUES MILL POND, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the ownership and operation of real estate; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 154, Smithsburg, Maryland, 21783. The name and post office address of the Resident Agent of the Corporation in this State is Walter C. Jacques, Route #3, Box 154, Smithsburg, Maryland, 21783. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Susan D. Jacques and Charles H. M. Jacques.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 20th day of May, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose
Notary Public

2921 0104



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 D

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging

(Transferor) _____

Surviving

(Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Lauricella

PO Box 1269

Hagerstown Md 21741-

1269

TOTAL FEES

40

Check

Cash

Documents on _____ checks

APPROVED BY: _____

NOTE: _____

ARTICLES OF INCORPORATION
OF
JACQUES MILL POND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 27, 1987 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 5.00

D2349157

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:
RICHARD LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

221C3001610

A 231994



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2921 0102

RECORD
A 0615CHCK
01987 8-03A10:16
5.00
5.00

Received for record August 3, 1987 at 10:16 AM CORPORATION LIBER 37

ARTICLES OF INCORPORATION

MARTIN CONSULTING AND ASSOCIATES, INC.

5/27/84

9:54 A

gri FIRST: I, Lawrence R. Martin, whose post office address is 1044 Fairview Road, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MARTIN CONSULTING AND ASSOCIATES, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To provide construction management and consulting services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1044 Fairview Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share. Four hundred (400) of said shares shall be Class A voting common shares and six hundred (600) of said shares shall be Class B non-voting common shares.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Lawrence R. Martin and Harryette E. Martin.

NS 6 7 LZ KX 001

71473213

2921 0112

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer suc-

cessfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Lawrence R. Martin
Lawrence R. Martin

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 26th day of May, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence R. Martin and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1990

2921 0114



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

879

DOCUMENT CODE 02 8 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 12 1987
MAIL TO ADDRESS: _____

Kent N. Oliver
P.O. Box 1269
Hagerstown, Md 21741

TOTAL FEES 40.00
_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE: _____

ARTICLES OF INCORPORATION
OF
MARTIN CONSULTING AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 27, 1987 AT 9:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2349173

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
KENT N. OLIVER, ESQUIRE
P. O. BOX 1269
HAGERSTOWN

MD 21741

221C3001612

A 231996



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 0921 0111

5.00
5.00
RECORD
A 0616CHCK
01987 2-03410:17

Received for record August 3, 1987 at 10:17 AM CORPORATION
LIBER 37

881

STATE DEPARTMENT OF REVENUE

POTOMAC BENEVOLENT SOCIETY, INC.
A NONSTOCK CORPORATION

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 5/27/87 at 9:54 A.M.

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Potomac Benevolent Society, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for pleasure, recreation and other nonprofitable purposes, (substantially all of the activities of which are for such purposes and no part of which inures to the benefit of any private shareholder) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an organization exempt from taxation under Section 501 of the Internal Revenue Code of 1986, and subsequent amendments, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the

71478211

2921 0117

foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is 1014 Woodland Way, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the ByLaws of the Corporation.

SIXTH: The numbers of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Charles E. Murray, Marion F. Rickard, Jr. and John Unger.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other tax exempt non-profit organization (as defined by the laws of the State of Maryland and pursuant to the Internal Revenue Code of 1986 as now in force or hereafter amended) of this or any other State, having a similar or analogous character or purpose or in some way associated with or connected with this corporation.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

2921 0118

NINTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

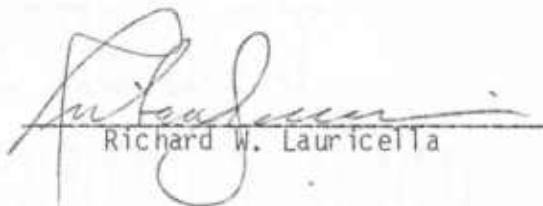
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

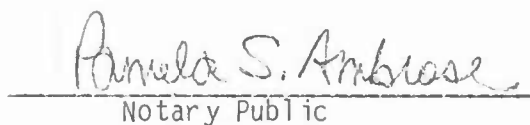
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of May, 1987, and I acknowledge same to be my act.


Richard W. Lauricella

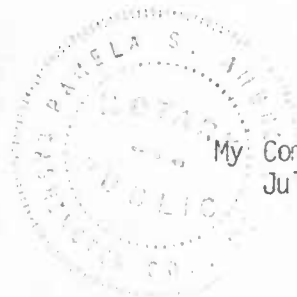
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 26th day of May, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1990



2921 0119



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.8 BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>70</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

TOTAL
FEES70.00☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

MAIL TO ADDRESS:

Kent A. Oliver
28 W. Washington St.
PO Box 1268
Hagerstown, Md 21741

NOTE: _____

ARTICLES OF INCORPORATION
OF
POTOMAC BENEVOLENT SOCIETY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 27, 1987 AT 9:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2349181

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 12 1987

RETURN TO:

KENT N. OLIVER, ESQUIRE
28 W. WASHINGTON STREET
P. O. BOX 1269
HAGERSTOWN

MD 21741

221C3001613

A 231997



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2921 0116

RECORD 5.50
A 0618CHCK 5.50
01987 8-03A10:21

Received for record August 3, 1987 at 10:21 AM
Corporation Liber 37

ARTICLES OF INCORPORATION
OF

5/27/87

10:30W

JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPER THRIFT, INC.

THIS IS TO CERTIFY:

FIRST: We, the subscribers, FRANCIS A. FERRUCCIO and MICHAEL R. LINKOUS whose post office address is 1800 Homewood Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is

JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPER THRIFT, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate,

2921 0235

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as

2921 0236

manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 1766 Jefferson Boulevard, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Michael R. Linkous, whose post office address is 1800 Homewood Road, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and a maximum of three (3) directors and Francis

A. Ferruccio and Michael R. Linkous shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall idemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to idemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this _____ day of _____, 1987.

2921 0239

Francis A. Ferruccio (SEAL)
Francis A. Ferruccio

Michael R. Linkous (SEAL)
Michael R. Linkous

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this _____ day of _____, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared FRANCIS A. FERRUCCIO, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: July 1, 1990

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this _____ day of _____, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL R. LINKOUS, known to me (or satisfactorily proven) to be the person whose name is susbscriber to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: July 1, 1990

2921 0240



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

128

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

☒ Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 12 1987

MAIL TO ADDRESS:

Michael C. Linkous

1800 Homewood Rd.
Hagerstown, Md

21740

TOTAL FEES

42

☒ Check

Cash

Documents on checks

NOTE:

APPROVED BY:

ARTICLES OF INCORPORATION
OF
JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPER
THRIFT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 27, 1987 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 22

SPECIAL
FEE PAID:

\$

D2349371

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MICHAEL R. LINKOUS
1800 HOMEWOOD ROAD
HAGERSTOWN

MD 21740

221C3001636

A 232016



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2921 0234

894

Received for record August 3, 1987 at 10:22 AM Corporation LIBER 37

Law Offices

CREAGER & NEWHOUSE, P. A.

CREAGER BUILDING
1329 PENNSYLVANIA AVENUE
POST OFFICE BOX 1417

HAGERSTOWN, MARYLAND 21741

CHARLES E. CREAGER •
DIXIE C. NEWHOUSE

• ADMITTED TO PRACTICE
MD, PA & DC

TELEPHONE
AREA CODE 301
707-8060

IN REPLY REFER TO
FILE NO: 11870.23

May 7, 1987

G. I. Publications
Post Office Box 357
Hagerstown, MD 21741-0357

Att: Officers and Directors

Gentlemen:

Please be advised that Creager & Newhouse, P.A. hereby resigns as
Resident Agent for G. I. Publications.

Very truly yours,

CREAGER & NEWHOUSE, P.A.

Dixie C. Newhouse

DCN/ss

cc: Department of Assessments
and Taxation

RECORD 1.25
A 0619CHK 1.25
01987 8-03A10:22

71318320

12:01 PM 11 MAY 1987

2315 2025

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

G. I. PUBLICATIONS, INC.

received for record May 11, 1987

, at 10:21 A.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 26173

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

50
75

MAILED AUG 12 1987

Return to: Creager & Newhouse
1329 Pennsylvania Avenue
Hagerstown, Maryland 21741

HOPEWELL SHEETMETAL MANUFACTURING, INC.

MAY 12 1987
CERTIFICATE OF CORRECTION

Hopewell Sheetmetal Manufacturing, Inc., a Maryland Corporation,

having its principal place of business in Washington County, State of Maryland
(hereinafter called the "Corporation") hereby certifies to the State

Department of Assessments and Taxation that:

FIRST: Robert D. Horn and Sara J. Horn, the subscribers to the Certificate, did on March 26, 1987, execute Articles of Incorporation for Hopewell Sheetmetal Manufacturing, Inc., form a Corporation known as Hopewell Sheetmetal Manufacturing, Inc.

SECOND: Said Articles of Incorporation were received and approved by the State Department of Assessments and Taxation on April 3, 1987, at 10:21 A.M.

That we, the subscribers, Robert D. Horn and Sara J. Horn, did make an error in the Articles of Incorporation hereinabove referred to in that the correct name of the Corporation is Hopewell Sheet Metal Manufacturing, Inc.

In Witness Whereof, we do hereby acknowledge the Article of Correction to be our act this 8 day of May, 1987.

Robert D. Horn

Robert D. Horn (SEAL)
Robert D. Horn

Sara J. Horn

Sara J. Horn (SEAL)
Sara J. Horn

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 8th day of May, 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT D. HORN and SARA J. HORN, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the

71328063

within instrument and acknowledged that the matters and facts set forth in said Article of Correction are true to the best of their knowledge, information and belief.

WITNESS My hand and Official Notarial Seal.

2918 1498

Justeth A. Boyer
Notary Public

My Comm. Expires: July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

897

DOCUMENT CODE

17A 00

BUSINESS CODE

COUNTY

#

2319929

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	3	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

75	5	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

TOTAL
FEES

Check

Cash

Documents on checks

APPROVED BY:

Name Change
(New Name)Hopewell Sheet
Metal Manufacturing,
Inc.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

David Poole

81 W. Wash. St.

Hagerstown, Md

21740

NOTE:

CERTIFICATE OF CORRECTION OF ARTICLES OF INCORPORATION
OF

HOPEWELL SHEETMETAL MANUFACTURING, INC.

Changing its name to

HOPEWELL SHEET METAL MANUFACTURING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 12, 1987

AT 11:01 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ _____

RECORDING
FEE PAID:

\$ 3.00 ^{.15}

SPECIAL
FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 229065

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2918 1497

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

NOT FOR RELEASE

899

WESTERN MARYLAND SPORTSMEN'S CLUB, INCORPORATED
ARTICLES OF REVIVAL

FIRST: The name of the corporation at the time the charter was forfeited was Western Maryland Sportsmen's Club, Incorporated.

SECOND: The name which the corporation will use after revival is Western Maryland Sportsmen's Club, Incorporated.

THIRD: The name and address of the resident agent are; John B. Wolfkill,
52 N. Cannon Ave, Hagerstown, Maryland 21740.

FOURTH; These Articles of Revival are for the purpose of reviving the charter of the corporation.

FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if it's charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

SIXTH: The address of the principal office in this state is; P.O. Box 306, Hagerstown, MD 21740.

The undersigned who were respectively the last acting president and treasurer of the corporation severally acknowledge the Articles to be their act.

May 11, 1987

Witness

Stuart E. Hess
Last Acting President

George W. Grove, Jr.
Last Acting Treasurer

5 | 14 | 87

10:06 A.M.

2918 1734

COPIES OF THE 1961

AFFIDAVIT

I, George W. Grove, Jr., Treasurer of Western Maryland Sportsmen's Club, Incorporated, hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.


George W. Grove, Jr.

I hereby certify that on May 11, 1987, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared George W. Grove, Jr. and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

J.B. Wolfkill
Notary Public
Washington, Co. MD
My Comm. Exp. July 1, 1990


Notary Public

OFFICE OF

**TODD L. HERSHEY
COUNTY TREASURER**COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175RONALD L. BOWERS
PresidentRICHARD E. ROULETTE
Vice President

R. LEE DOWNEY

LINDA C. IRVIN

MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1373

May 11, 1987

RE: Western Md. Sportsman Club, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on Assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Western Md. Sportsman Club, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 11th day of May, 1987.

Todd L. Hershey,
Treasurer for Washington County,
Maryland

mt

2918 1736



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

00243154 P.A. 1810 Religious 04 Close 71 Stock 71 NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

☒ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent Address

75	<u>10</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES\$30☒ Check☐ CashDocuments on 1 checksAPPROVED BY: John

MAILED AUG 17 1987

MAIL TO ADDRESS: John B. Wolfill, Esq., 52 North Cannon Avenue Hagerstown, MD 21740

NOTE:

ARTICLES OF REVIVAL
OF
WESTERN MARYLAND SPORTMEN'S CLUB, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND May 14, 1987 AT 10:06 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

[Signature]

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20 ^{5.00}

SPECIAL
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 232780

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 1733

ARTICLES OF AMENDMENT
OF
LONG'S BUSINESS EQUIPMENT, INC.

5/22/87
8:30 AM
Long's Business Equipment, Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Article Second and inserting in lieu thereof the following:

SS:24 21-2 12610
00'S XCH08/21 #
00'S 080179
SECOND: The name of the Corporation (which is hereinafter called the Corporation), is: Antietam Business Equipment, Inc. ✓

SECOND: The Charter of the Corporation is hereby amended to change Article Fourth and inserting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 151 West Franklin Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Paul B. Cox, Jr. whose address is Alternate U.S. Route 40, Route 9, Box 158-A, Hagerstown, Maryland 21740. Said resident agent is an individual and actually resides in the State of Maryland.

THIRD: The Charter of the Corporation is hereby amended to change Article Sixth and inserting in lieu thereof the following:

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Paul B. Cox, Jr.

The Board of Directors of the Corporation at a Special Meeting duly convened and held on May 15, 1987 adopted a Resolution in which was set forth the foregoing Amendments to the Charter, and that the Board of Directors and the Stockholder of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Long's Business Equipment, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 15th day of May, 1987.

71428002

2919 278

ATTEST:

LONG'S BUSINESS EQUIPMENT, INC.

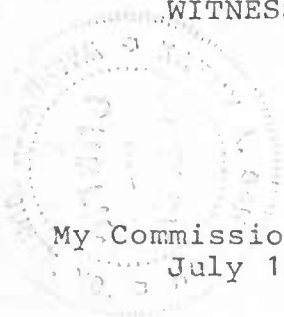
Paul B. Cox, Jr.

By *Paul B. Cox, Jr.*
Paul B. Cox, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON; to-wit:

I HEREBY CERTIFY that on May 21, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul B. Cox, Jr., President of Long's Business Equipment, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Kathleen A. Schluh
Notary Public

My Commission Expires:
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09A

BUSINESS CODE

COUNTY

71

#

D0486627

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Antietam Business Equipment
Inc.

☒ Change of Name
☒ Change of Principal Office
☒ Change of Resident Agent
☒ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

John H. Vaneer Esq.
100 W. Washington St.

Hagerstown, Md 21740

NOTE:

TOTAL
FEES

20.00

Check

Cash

Documents on checks

APPROVED BY:

ARTICLES OF AMENDMENT
OF
LONG'S BUSINESS EQUIPMENT, INC.
Changing its name to
ANTIETAM BUSINESS EQUIPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1987 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 ^{5.00}

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 232799

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2919 2977

908

5/20/87

9143W

LARRY HOSE ENTERPRISES, INC.
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of April, 1987, by and between Larry Hose Enterprises, Inc., a close Maryland Corporation, (hereinafter sometimes referred to as the "Transferor") and Big D, Inc., a Maryland corporation, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer all of its assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Big D, Inc., 1033 Virginia Avenue, Hagerstown, Maryland, 21740.

THIRD: The Transferor, Larry Hose Enterprises, Inc., is a close corporation organized under the Laws of the State of Maryland. The Transferee is a Maryland Corporation with its principal office at 1033 Virginia Avenue, Hagerstown, Maryland, 21740.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it is Ten Thousand Dollars (\$10,000.00).

71408103

2920 0116

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The Transferor owns no interest in land.

SIXTH: The Transferee is a Maryland Corporation with its principal office at 1033 Virginia Avenue, Hagerstown, Maryland, 21740.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: The Board of Directors of Transferee, by unanimous written informal action signed by all members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the purchase of all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferee by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of the Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

All directors and stockholders of the Transferee entitled to vote thereon approved the purchase of all the assets of the Transferor.

NINTH: In consideration of the payment by the Transferee to the Transferor of Ten Thousand Dollars (\$10,000.00), the Transferor does hereby bargain, sell, deed, grant, convey,

2920 0118

transfer, set over and assign to Transferee, its successors and assigns:

Those items of personal property set forth on attached Schedules A-1 and A-2.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and the Transferee, a Maryland Corporation, and it is agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Larry Hose Enterprises, Inc., and Big D, Inc., have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of said corporations by their respective presidents and attested by the secretaries as of this 30th day of April, 1987.

(CORPORATE SEAL)

ATTEST:

Barbara J. Hose
Secretary

LARRY HOSE ENTERPRISES, INC.

BY:

Barbara J. Hose
Barbara J. Hose
President

(CORPORATE SEAL)

ATTEST:

Donald E. Zombro
Secretary

BIG D, INC.

BY:

Donald E. Zombro
Donald E. Zombro
President

2920 0119

THE UNDERSIGNED, President of Big D, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

BIG D, INC.

BY: Donald E. Zombro
Donald E. Zombro
President

BIG-D EQUIPMENT MARCH 15, 1987

QTY	DESCRIPTION	COST NEW	FAIR MARKET VALUE
1	TAYLOR SOFT ICE CREAM MACHINE - 2 HEAD	10,000.00	
1	TAYLOR SOFT ICE CREAM MACHINE - TURKISH	12,500.00	
1	REFRIGERATED SUNRAE BAR	2,500.00	
1	6 BURNER VULCAN GAS STOVE	1,500.00	
1	VULCAN GAS GRILL	1,000.00	
1	ELECTRIC MULTI GRILL	850.00	
1	SHARP MICROWAVE OVEN	700.00	
1	RAETONE 2 DOOR S/STEEL REFRIGERATOR	2000.00	
1	JORDON 3 DOOR S/STEEL REFRIGERATOR	3000.00	
1	JORDON 3 DOOR S/STEEL FREEZER	3000.00	
1	GLENCO 2 DOOR S/STEEL REFRIGERATOR	2000.00	
1	U.S. MEAT SLICER	550.00	
1	3 COMPARTMENT S/STEEL SINK	275.00	
1	EXHAUST HOOD	3000.00	
2	WINDOW AIR CONDITIONERS ^{\$1.00 EACH}	200.00	
1	TOASTMASTER DOUBLE FRENCH FRYER	150.00	
1	DAVIDSON CASH REGISTER	300.00	
2	STEEL OFFICE DESKS ^{\$1.00 EACH}	200.00	
1	OFFICE CHAIR	50.00	
1	STAINLESS STEEL CART	100.00	
1	DINING TABLE	75.00	
6	DINING CHAIRS ^{\$25.00 EACH}	150.00	
7	ICE CREAM TABLES (OAK + METAL) ^(125.00 SET)	875.00	
25	ICE CREAM CHAIRS (OAK + METAL)	—	
2	3 SHLF STAINLESS STEEL TABLES ^{\$100.00}	200.00	
1	2 SHLF STAINLESS STEEL TABLE	200.00	
1	4 DRAWER FILE CABINET	50.00	
TOTAL			

SCHEDULE A-1

BIG-D EQUIPMENT

MARCH 15, 1987

QTY	DESCRIPTION	COST NEW	FAIR MARKET VALUE
2	PARK - BENCHES - \$100 EACH	200.00	
2	CONCRETE TABLES TABLES - \$200 EACH	400.00	
4	CONCRETE BENCHES - \$100 EACH	400.00	
1	4 DOOR LOCKER	50.00	
1	4 SLICE TOASTER	250.00	
1	STAINLESS STEEL TABLE	100.00	
1	SANDWICH BAR (REFRIGERATED) ^{USED}	200.00	
1	TIMEX TIME CLOCK	100.00	
1	SCOTSMAN ICE FLAKER	200.00	
1	MILK SHAKE MACHINE	150.00	
1	HOT FUDGE MACHINE	50.00	
1	15' OUTDOOR SIGN - LIGHTED - BIG ONE ^{THE}	1500.00	
	ASSORTED POTS & PANS		
	ASSORTED KITCHEN UTENSILS		



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

915

DOCUMENT CODE 12

BUSINESS CODE _____

COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) Larry Hase Enter-
prises, Inc.
D 1825181

Surviving
(Transferee) Big R, Inc.
D 2332047

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>24</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>13</u>	<u>1</u> Certified Copy <u>7P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES

31

☒ Check

☐ Cash

Documents on _____ checks

APPROVED BY: Go

Name Change
(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

Code _____

ATTENTION: _____

MAILED AUG 17 1982

MAIL TO ADDRESS: _____

Russell Marks
35 E. Wash. St.
Hagerstown, Md
21740

NOTE: _____

2920 0123

ARTICLES OF SALE AND TRANSFER

BETWEEN

LARRY HOSE ENTERPRISES, INC. (A MD CORP.) TRANSFEROR

AND

BIG D, INC. (A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 20, 1987

AT 9:43

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 24.00 6.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 232838

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2920 0115

Articles of Dissolution

FIRST: The name of the corporation is Wayne Realty Co., Inc.

✓ SECOND: The address of the principal office of the corporation is
1332 The Terrace, Hagerstown, Maryland 21740.

✓ THIRD: The name and address of a resident agent of the corporation
who shall serve for one year after dissolution and until the
affairs of the corporation are wound up are Lucille R.
Witherspoon, 1332 The Terrace, Hagerstown, Maryland 21740.

FOURTH: The name and address of each of the directors is as follows:

95:84 ZI-8 28610

00'S

00'S

XCH00881 4
08039

Name:

Address:

Robert C. Witherspoon
President and Treasurer

1332 The Terrace
Hagerstown, Maryland 21740

Lucille R. Witherspoon
Secretary

1332 The Terrace
Hagerstown, Maryland 21740

FIFTH: The name, title, and post office address of each of the officers
is the same as above. The officers are the directors of the
corporation.

SIXTH: The dissolution of the corporation was approved in the manner and
by the vote required by law and by the charter of the corporation.
The dissolution was duly authorized by the board of directors and
stockholders of the corporation.

SEVENTH: The corporation has no known creditors.

EIGHTH: On December 19, 1986, a plan of liquidation and dissolution as
approved by the board of directors was unanimously approved at a
special meeting of the stockholders. It shall hereby be resolved
that Wayne Realty Co., Inc. is dissolved.

The undersigned (president, secretary) certify under the penalties
of perjury that to the best of their knowledge, information and belief, the
matters and facts set forth in these Articles of Dissolution with respect to
the approval thereof are true in all material respects:

ATTEST:

Lucille R. Witherspoon
Lucille R. Witherspoon
Secretary

Robert C. Witherspoon
Robert C. Witherspoon
President
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

82:6 V 22 NWA 180

71428071

APPROVED FOR RECORD
5/22/87 at 9:28 AM



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by
WAYNE REALTY CO., INC.

have been paid.

WITNESS my hand and official seal this

4th day of APRIL A.D. 19 87

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2922 0599

PS-409

OFFICE OF

**TODD L. HERSHEY
COUNTY TREASURER**COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175RONALD L. BOWERS
PresidentRICHARD E. ROULETTE
Vice PresidentR. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

February 23, 1987

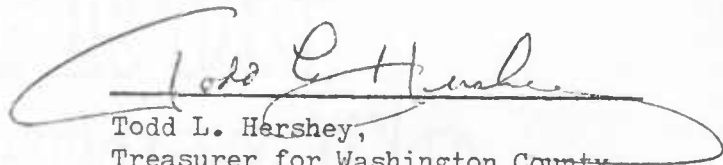
RE: Wayne Realty Co., Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Wayne Realty Co., Inc.

did not have any Personal Property Taxes due thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, Treasurer for Washington County, this 23rd day of February, 1987.


Todd L. Hershey,
Treasurer for Washington County,
Maryland

mt

2922 0600

00222034 P.A. Religious Close Stock Nonstock

Surviving
(Transferee)

<u>CODE</u>	<u>AMOUNT</u>	<u>FEE REMITTED</u>
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
	_____	_____
	_____	_____
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	_____
	_____	Other _____

TOTAL FEES \$50 ✓ Check Cash

Documents on checks

APPROVED BY: *J. Finn*

Name Change
(New Name)

☐ Change of Name

☒ Change of Principal Office

☒ Change of Resident Agent

☒ Change of Resident Agent Address

Code

ATTENTION: _____

MAILED AUG 17 1987

MAIL TO ADDRESS: Ronald
S. Kearns, Smith,
Elliott, Kearns &
Company, 804
Wayne Ave., P.O.

NOTE:

2022 0601

ARTICLES OF DISSOLUTION
OF
WAYNE REALTY CO. INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1987 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 ^{5.00}

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 232959

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2922 0597

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF AGESSES
WINGERT CORPORATION, INC.Articles of Revival
6-4-87 *9:27a**gr*
The name of the corporation at the time the charter was forfeited was Wingert Corporation, Inc.

The name which the corporation will use after revival is Wingert Corporation, Inc.

Martha Bristow
The name and address of the resident agent are 1013 Oak Hill Avenue, Hagerstown, Maryland 21740.

These Articles of Revival are for the purpose of reviving the charter of the corporation.

At or prior to the filing of these Articles of Revival, corporation has:

- 45:84 21-8 45:84
00:5 8-12 48:57
00:5 1521CHCK
00:5 RECORD
- (a) Paid all fees required by law;
 - (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
 - (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

✓ The address of the principal office in this state is 1013 Oak Hill Avenue, Hagerstown, Maryland 21740.

ACKNOWLEDGEMENT:

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

*Martha Bristow*Martha Bristow
Last Acting President

71558230

*Barbara Bristow*Barbara Bristow,
Last Acting Secretary

2922 2439

APR 10 1987

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, MARTHA W. BRISTOW, of WINGERT CORPORATION, INC.
(insert name and title) President (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Martha W. Bristow
MARTHA W. BRISTOW
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on April 7, 1987 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared
(insert name or county for which notary is appointed)

MARTHA BRISTOW and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Deane L. McManey
(Signature of notary public)

My Commission expires July 1, 1990.

2922 2440



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 20 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address

75 30 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code ATTENTION: TOTAL
FEES50 Check Cash Documents on checks

MAILED AUG 17 1987

MAIL TO ADDRESS:

Attn: Brenda Patterson
Naron Wagner
47 N. Potomac St
Hagerstown, MD
21740-4815

NOTE:

APPROVED BY: gls

ARTICLES OF REVIVAL
OF
WINGERT CORPORATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 4, 1987 AT 9:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 ^{5.00}

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233004

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO.

2922 2438

926

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

6/1/87 at

2:55p

ARTICLES OF TRANSFER
OF
K-C SNACK BAR, INC.

ARTICLES OF TRANSFER entered into this 18th day of May,
1987, by and between K-C SNACK BAR, INC. (hereinafter referred to as the
"Transferor") and Robert and Susan Porter (hereinafter referred to as the
"Transferee").

THIS IS TO CERTIFY THAT:

FIRST: The Transferor is a Close Corporation, incorporated in
accordance with the provisions of the Corporations and Associations
Article of the Maryland Code.

SECOND: The Transferor, does hereby agree to sell, lease, exchange or
transfer all or substantially all of its property and assets to the
Transferee, its successors and assigns, as hereinafter set forth.

THIRD: The names, post office address and principal place of business
of the Transferees in said transfer are: Robert and Susan Porter, 2649
Buford Drive, Williamsport, Maryland, 21795. Said Transferees are
noncorporate individuals who reside in Washington County, Maryland.

FOURTH: The principal office of the Transferor is in Washington
county, State of Maryland, and the Transferor owns no real property, and
therefore this transaction is not subject to recordation tax.

FIFTH: The terms and conditions of the transaction set forth herein
were advised, authorized and approved by the Transferor in the manner and
by the vote required by its charter, in that pursuant to its election to have
no board of directors, the Transferor by unanimous agreement of the
shareholders consented to the transfer of assets of the Corporation on
substantially the terms and conditions as set forth herein, and that the
proper officers of the Corporation be authorized and directed in the name
and on behalf of the Corporation to execute, acknowledge, seal and file
with the State Department of Assessments and Taxation of Maryland the
subject Articles of Transfer, and to take any and all other actions and to
execute, acknowledge, seal and file any and all instruments and documents
deemed necessary or proper in connection therewith. The Informal Action
of Stockholders evidencing said agreement is annexed hereto as Exhibit #1

SIXTH: The consideration to be paid to the Transferor in the transaction set forth herein is Five Thousand Dollars (\$5,000.00). The agreement between the Transferor and Transferee is set forth in an Agreement For Sale of Personalty annexed hereto as Exhibit #2.

SEVENTH: The Transferor and Transferee agree that these Articles of Transfer shall be construed in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, K-C SNACK BAR, INC. has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of said corporation this 18th day of May, 1987.

ATTEST:

K-C SNACK BAR, INC.

Joanne Snyder

BY: Charles Rubin (SEAL)
Charles Rubin, President

Joanne Snyder

BY: Kay R. Rubin (SEAL)
Kay R. Rubin, Secretary


THE UNDERSIGNED, President and Secretary of K-C SNACK BAR, INC. who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


K-C SNACK BAR, INC.

BY: Charles Rubin
Charles Rubin, President

BY: Kay R. Rubin
Kay R. Rubin, Secretary 2921 0784

THE UNDERSIGNED, Robert and Susan Porter further certify that to the best of their knowledge, information and belief, the matters and facts set forth in the foregoing Articles of Transfer are true in all material respects, under the penalties of perjury.

 (SEAL)
Robert Porter

 (SEAL)
Susan Porter

2921 0788

K-C SNACK BAR, INC.

INFORMAL ACTION OF STOCKHOLDERS

The undersigned, constituting the only stockholder of K-C Snack Bar, Inc. , a Maryland Corporation (hereinafter referred as the "Corporation") in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the transfer of assets of the Corporation on substantially the terms and conditions as set forth in the form of the Articles of Transfer of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the proper officers of the Corporation are hereby authorized and directed to file with the State Department of Assessments and Taxation of Maryland Articles of Transfer in the form attached hereto and incorporated by reference herein, and they are hereby authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

2921 0785

This Informal Action of Stockholders may be executed in counterparts .

WITNESS the execution hereof this 27 day of April, 1987.

STOCKHOLDERS:

Charles Rubin
Charles Rubin

Kay R. Rubin
Kay R. Rubin

AGREEMENT FOR SALE OF PERSONALTY

THIS AGREEMENT made this 18th day of May, 1987,
by and between K-C Snack Bar, Inc., hereinafter called Seller
and Robert Porter and Susan Porter, his wife, hereinafter
called Buyers, WITNESSETH:

1. Seller hereby sells to Buyer and Buyer buys from Seller
for the sum of Five Thousand Dollars (\$5,000.00) all of the
personal property, leasehold improvements and
inventory owned by Seller located in the Valley Mall near the
City of Hagerstown, in Washington County, Maryland, more
particularly set forth on the schedule annexed hereto entitled
"Inventory of Equipment for K-C Snack Bar."

2. The above purchase price will be paid as follows:
Five Hundred Dollars (\$500.00) paid contemporaneously with the
execution of this agreement and the balance at settlement which
is to take place in the offices of Mackley, Gilbert & Marks,
35 East Washington Street, Hagerstown, Maryland, Maryland, 21740,
on or before June 1, 1987. Possession of the property to be
transferred hereunder is to take place at settlement.

3. The personal property tax on the property being
transferred is to be pro-rated to date of settlement between
Buyer and Seller. The parties acknowledge that this sale
is to be treated as one covered by the Bulk Sale Transfer Act
of the State of Maryland. Buyer shall be responsible for
preparing and filing the necessary bulk sales tax return and

2921 0787

shall remit the appropriate funds to the Comptroller of the Treasury Retail Tax Division in accordance with Article 81, Sec. 324, et seq. of the Maryland Code.

4. Until settlement risk of loss from fire, theft, wind storm, malicious theft, or other perils of any kind covered by a standard fire insurance policy will remain with Seller.

5. This Agreement will be binding upon the parties hereto, their grantees, successors, heirs, personal representatives or assigns.

6. The parties contemplate that this transaction represents a sale of all or substantially all of the assets of the Seller corporation. Therefore, the Seller corporation will prepare and have approved before settlement Articles of Sale and Transfer as required by the Corporations and Associations Article of the Maryland Code. In the event that approval by the Maryland State Department of Assessments and Taxation of the Articles of Sale and Transfer as filed by the selling corporation are not available by the settlement date scheduled herein, then settlement will be postponed until five days subsequent to receipt of the approved Articles of Sale and Transfer by the settlement attorneys.

7. Following the execution of this Agreement Seller will furnish a list of existing creditors to Buyer signed and sworn to by Seller or its agents, containing the names and business addresses of all creditors, if any, of Seller, whether

general or secured with the amounts owing when known and also all persons who are known to Seller who assert any claims against it even though such claims are not contingent or disputed. The parties by this Agreement intend that they will comply with Subtitle 6 of the Commercial Law Article of the Maryland Code as it applies to sales in bulk and that the parties shall have all rights and remedies afforded to them thereunder.

8. In the event that Buyer fails to complete his purchase of the property herein described in accordance with this Agreement, the deposit paid pursuant to the execution of this Agreement shall be forfeited and retained by Seller as liquidated damages for the breach of this purchase Agreement.

9. This Agreement contains the entire understanding of the parties and they will not be bound by any representations, warranties, promises, covenants or understandings other than those expressly set forth in this Agreement.

WITNESS the hands and seals of the parties hereto.

WITNESS:

Kay R. Rubin
Kay R. Rubin, Secretary

William H. Jones

K-C SNACK BAR, INC. (SEAL)

BY: Charles Rubin
Charles Rubin, President
Seller

Robert A. Porter (SEAL)
Robert Porter

Susan Porter (SEAL)
Susan Porter
Buyer

Inventory of equipment for K-C Snack Bar

100 cup coffee urn
 microwave oven with instruction book and recipes
 refrigerator/salad unit (stainless steel)
 5.4 cu. ft. chest freezer with keys
 hot dog machine with bun warmer on top
 2 burner electric stove
 4 hole (Star) steamer (stainless steel) with 4 containers and lids
 3 hole stainless steel sink
 shelf unit (4)
 1 trash can (plastic)
 1 trash can (metal)
 1.6 cu. ft. refrigerator/freezer
 1 ice chest and cart
 1 stainless steel straw holder
 2 stainless steel napkin holder
 2 candy racks
 2 chip racks
 2 pots with lids
 menu board and letters
 metal serving trays (8)
 soda dispenser
 miscellaneous silverware
 1 regular hand wash sink
 2 counter units for equipment to rest on
 1 counter unit with withshelves (under)
 1 cake saver unit

 2 containers for relishes
 2 containers for mustard and catsup
 1 glass coffee pot unit
 miscellaneous serving spoons and ladles (3), (5 spoons)
 1 chef knife
 1 bread knife
 1 paring knife
 1 hot dog tong
 1 plastic funnel
 1 coffee pot brush
 1 large fork
 2 containers for sugar/sweetner
 1 pump motor
 1 plastic container
 1 microwave container with lid (round)
 1 flat microwave container with lid
 1 new dishcloth
 1 instruction book for freezer
 miscellaneous plastic containers
 1 paper towel holder
 1 lock and key for gate

these belong to Pespi Cola company
 belongs to Pespi Cola Company

2921 0791



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

935

DOCUMENT CODE

12

BUSINESS CODE

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

K-C Smoke Bar, Inc.

D110898

Surviving
(Transferee)

Robert and Susan

Porter

2049 Buford Drive

Williamport, Md. 21795

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	32	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

Robert C. Veil Jr. Esq.
Mackley, Gilbert & Marks
35 E. Washington St.
Hagerstown, Md 21740

TOTAL
FEES

32.00

Check

Cash

Documents on 2 checks

APPROVED BY:

KTC

NOTE:

2921 0792

ARTICLES OF TRANSFER

BETWEEN

K-C SNACK BAR, INC. (A MD CORP.) TRANSFEROR

AND

ROBERT and SUSAN PORTER (INDIVIDUALS) TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 1, 1987

AT 2:55

O'CLOCK P.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 32.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233006

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2921 0782

ANTIETAM GLASS SERVICE, INC.

(A Close Corporation)

ARTICLES OF AMENDMENT

Antietam Glass Service, Inc., a Maryland Corporation, having its principal office at 650 Frederick Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding thereto the following:

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approve said amendment.

71528105

201 2671

1987 MAY 15 A 8:50

65:84 Z1-8 28610
00:00 15833CHCK 4
00:00 040324

11 5 4 1-1000 133

IN WITNESS WHEREOF, Antietam Glass Service, Inc.,
has caused these presence to be signed in its name and on its
behalf by its President and its corporate seal to be
hereunder affixed and attested by its Secretary on this 27th
day of April, 1987, and its President acknowledges that these
Articles of Amendment are the act and deed of Antietam Glass
Service, Inc., and, under the penalties of perjury, that the
matters and facts set forth herein with respect to
authorization and approval are true in all material respects
to the best of his knowledge, information and belief.

ATTEST:

ANTIETAM GLASS SERVICE, INC.

Dolores L. Stryker
Dolores L. Stryker, Secretary

F. William Stryker
By: F. William Stryker, Pres.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of April,
1987, before me, the subscriber, a Notary Public in and for
the State and County aforesaid, personally appeared Dolores L.
Stryker, Secretary, and acknowledged the matters and facts
contained in the foregoing Articles of Amendment to be true
and correct as therein stated and that she acknowledged the
same to be her act and deed.

WITNESS my hand and Official Notarial Seal.

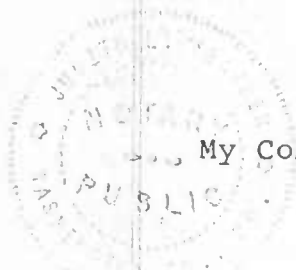
My Commission Expires:
7-1-90

Judith A. Feather
Notary Public

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 30th day of April, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared F. William Stryker and acknowledged the matters and facts contained in teh foregoing Articles of Amendment to be true and correct as therein stated and that he acknowledged the same to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

A circular notary seal for Judith L. Feather, Notary Public, State of Maryland, County of Washington. The seal is partially obscured by the text of the document.
Judith L. Feather
Notary Public

My Commission Expires:
7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

D 0971531

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL
FEES

29

Check

Cash

Documents on checks

MAILED AUG 17 1987

MAIL TO ADDRESS:

Wachs Boone & Bannon
138 W. Washington St
Hagerstown Md
21740

NOTE:

APPROVED BY:

PC/h

ARTICLES OF AMENDMENT
OF
ANTIETAM GLASS SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 1, 1987 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233022

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2921 2670

MIHI, INC.

1031 JY-8 P 8:22

AMENDED ARTICLES OF INCORPORATION

(formerly MIHI PARK, INC.)

6/8/87

8:22a

FIRST: I, MARY BRADY, whose post office address is 950 Mt. Aetna Road, Hagerstown, Maryland, being at least eighteen (18) years of age, and hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **MIHI, INC.**

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the

71598040

2923 1497

01987 8-12 A9:00

RECORD 6-50

A 1534CHCK 6-50

instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed or Trust, or other instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or it's principal to any person or organization other than a municipality or a "charitable organization" or for other than "charitable" purposes within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securties of any Corporation or Corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and

every power for which a non-profit Corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) by a Corporation, contribution

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To receive and administer funds for equipment, staff, planning, and any other assistance to the Mentally Impaired and Handicapped Individual Park (MIHI Park) to be located at Halfway Park, Halfway, Washington County, Maryland, and to generally aid and assist mentally impaired and handicapped individuals in any manner possible. In administering such funds and aid, Corporation shall not discriminate against any individual or group on the basis of race, color, sex, religion, national origin, age, mental or physical impairment or handicap.

FOURTH: The post office address of the principal office of the Corporation in this State is 950 Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Gregory C. Bannon, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be

authorized to issue capital stock. The number of qualifications for; and other matters relating to it's members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Mary Brady, Roger Pearson, Lee Michael, Jim Plummer, Lyn Boswell, Mac McLean, Jacob Hoffman, George Sellers, Bill Feuerstein and Ron Harsh.

SEVENTH: Upon the disillusion of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to it's impractical or expedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may, by it's By-Laws, make any other provisions or requirements for the

arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of it's possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private share holder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable,

scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under

Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of May, 1987, and I acknowledge same to be my act.

Mary Brady
Mary Brady

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

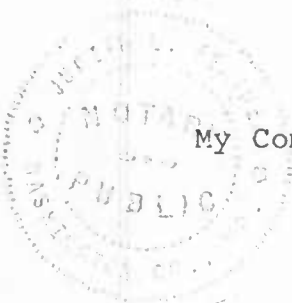
I HEREBY CERTIFY That on this 27th day of ~~January~~ ^{May}, 1987, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Mary Brady, and acknowledged the foregoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal.

Judith L. Feather
Notary Public

My Commission Expires:

7-1-90



92283356 P.A. Religious Close Stock ☒ Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE	AMOUNT	FEE	REMITTED
------	--------	-----	----------

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>24</u> _____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>14</u> _____	<u>1</u> Certified Copy <u>8p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) Milhi Inc.

☒ Change of Name

☒ Change of Principal Office

☐ Change of Resident Agent

☐ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
		Other _____

TOTAL			
FEEs	<u>40</u>		
	✓	Check	Cash

Documents on checks

APPROVED BY: 

Code _____

ATTENTION:

MAILED AUG 17 1987
MAIL TO ADDRESS:

Gregory Bannion
138 W. Washington St
Hagerstown Md 21740

NOTE:

AMENDED ARTICLES OF INCORPORATION

OF

MIHI PARK, INC.

Changing its name to

MIHI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 8, 1987

AT

8:22

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

Effective: 2/2/87, at 10:52 AM

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:\$ 26.00 ^{6.50}SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233088

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2923 1496

952

ARTICLES OF AMENDMENT

EVANGEL TEMPLE

6/11/87

9.35H

Evangel Temple, a Maryland religious corporation (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety the first Article thereof and by substituting in lieu thereof the following:

1st. That the name of the Corporation (which is hereinafter called the "Congregation") shall be "Evangel Temple of Western Maryland, Inc.".

SECOND: By written unanimous consent, the Board of Trustees of the Corporation duly advised the foregoing amendment and by written unanimous consent the members of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Evangel Temple has caused these presents to be executed in its name and on its behalf by its Trustees, each of whom affirms and swears, under the penalties of perjury that these Articles of Amendment are the act and deed of Evangel Temple, and that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

Charles H. DeGarmo
Charles H. DeGarmo
Charles H. DeGarmo

EVANGEL TEMPLE

By *Edward A. Smith* (SEAL)
Edward A. Smith

Paul W. Peacher (SEAL)
Paul W. Peacher

Stephen L. White (SEAL)
Stephen L. White
Trustees

71698132

RECORD
1015850CHK
01987 8-12A901
2.50

2024 2031

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of May, A. D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward A. Smith, Trustee of Evangel Temple, personally known to me to be the person whose name is subscribed to the foregoing instrument and did acknowledge that he executed the same in the capacity therein stated and for the purposes therein contained.

Witness my hand and official Notarial Seal.

Linda E. Wigfield
Notary Public

My Commission Expires: July 1, 1990.

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of May, A. D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul W. Peacher, Trustee of Evangel Temple, personally known to me to be the person whose name is subscribed to the foregoing instrument and did acknowledge that he executed the same in the capacity stated and for the purposes therein contained.

Witness my hand and official Notarial Seal.

Linda E. Wigfield
Notary Public

My Commission Expires: July 1, 1990.

STATE OF MARYLAND, WICOMICO COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 1st day of May, A. D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Stephen L. White, Trustee of Evangel Temple personally known to me to be the person whose name is subscribed to the foregoing instrument and did acknowledge that he executed the same in the capacity stated and for the purposes therein contained.

Witness my hand and official Notarial Seal.

Carol Brown
Notary Public

My Commission Expires: July 1, 1990.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0921 ^{VS} BUSINESS CODE _____ COUNTY _____# D0097766 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>17</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES16.00

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DLName Change
(New Name) Greenel T. Jones of
Western Maryland, Inc.
☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 17 1987

Michael A. Schuchat, P.C.

MAIL TO ADDRESS:

Michael A. Schuchat P.C.1730 Rhode Island AvenueWash. D.C. 20036-3186

NOTE:

ARTICLES OF AMENDMENT

OF

EVANGEL TEMPLE

Changing its name to

EVANGEL TEMPLE OF WESTERN MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 11, 1987

AT

9:35

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:\$ 10.00 ^{2.50}SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233152

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2924 2830

FOR

COMMERCIAL MODULAR SYSTEMS, INC

APPROVED

6/12/87 at 8:54

FIRST: The name of the corporation at the time the charter was forfeited was
Commercial Modular Systems, Inc

SECOND: The name which the corporation will use after revival is
Commercial Modular Systems, Inc

THIRD: The address of the principle office in this state is
881 Pennsylvania Avenue
Hagerstown, Maryland 21740

FOURTH: The name and address of the resident agent is
Richard A. Ferris
14212 Hi-Wood Drive
Rockville, Maryland 20850

FIFTH: These Articles of Revival are for the purpose of reviving the charter
of the corporation.

RECORD 5.00
A 1586CHCK 5.00
04887 8-12 A9:02

SIXTH: At or prior to the filing of these Articles of Revival, the corporation
has (a) Paid all fees required by law; (b) Filed all annual reports which
should have been filed by the corporation if its charter had not been
forfeited; (c) Paid all state and local taxes, except taxes on real
estate, and all interest and penalties due by the corporation or which
would have become due if the charter had not been forfeited whether
or not barred by limitations.

A. The undersigned who were the last acting officers of the corporation
severally acknowledge the Articles to be their act.

Richard A. Ferris
Last Acting President - Richard A. Ferris

C. William French
Last Acting Vice President - C. William French

Charles W. Ferris
Last Acting Secretary/Treasurer - Charles W. Ferris

STATE OF MARYLAND
COUNTY OF WASHINGTON

I hereby certify that before me, the undersigned, a Notary Public in and for the
State and County aforesaid, personally appeared Richard A. Ferris, the last acting
President, C. William French, the last acting Vice President, and Charles W.
Ferris, the last acting Secretary/Treasurer of Commercial Modular Systems, Inc.,
personally known to me to be the persons who signed the Articles of Revival and who
did acknowledge that they being authorized so to do executed them in the name of
and on behalf of Commercial Modular Systems, Inc. in their respective capacities
aforesaid.

71638110

My Commission expires:
July 1, 1990

Mary Beth Ferris
Notary Public

JUN 12 8 54 AM '87

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Thomas E. Hyme / Controller of Commercial Modular Systems, Inc.
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Thomas E. Hyme
 (PRINT NAME BENEATH SIGNATURE)
 Thomas E. Hyme

I hereby certify that on 6-12-87 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Baltimore personally appeared
 (insert name or county for which notary is appointed)

Thomas E. Hyme and made oath under the penalties of
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Ann H. Sugowski
 (Signature of notary public)

My Commission expires 7-1-90.



2926 2026



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18 D

BUSINESS CODE

COUNTY

71

#

D1272111

P.A.

Religious

Close

☒ Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

☒ Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

Thomas Hyme
881 Pennsylvania Ave
Hagerstown, Md 21740

NOTE:

TOTAL
FEES

56 Check

Cash

Documents on checks

APPROVED BY:

A

ARTICLES OF REVIVAL
OF
COMMERCIAL MODULAR SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 12, 1987

AT

8:54

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

\$ _____

RECORDING
FEE PAID.

\$ 20.00 ^{5.00}

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233179

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2926 2026

JUN 10 A 8:40 DONNA KAYE PERSONNEL, INC.
(A Close Corporation)

ARTICLES OF AMENDMENT 6/10/87 8:40a

Donna Kaye Personnel, Inc., a Maryland Corporation, having its principal office at 214 North Potomac Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding thereto the following:

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approve said amendment.

RECORD 5.00
A: 1537CHCK 5.00
01987 8-12 A9:03

71618120

2926 2073

IN WITNESS WHEREOF, Donna Kaye Personnel, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of June, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Donna Kaye Personnel, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

DONNA KAYE PERSONNEL, INC.

Donald S. Newman
Donald S. Newman, Secretary

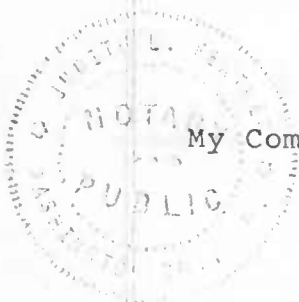
Donna J. Graybill
By: Donna J. Graybill, Pres.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald S. Newman, Secretary, and acknowledged the matters and facts contained in the foregoing Articles of Amendment to be true and correct as therein stated and that he acknowledged the same to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Leather
Notary Public



My Commission Expires:
7-1-90

2926 2074

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 1st day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donna J. Graybill and acknowledged the matters and facts contained in the foregoing Articles of Amendment to be true and correct as therein stated and that she acknowledged the same to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires:
7-1-90

2926 2075



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

963

DOCUMENT CODE

BUSINESS CODE

COUNTY

01934835 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 20 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 9 1 Certified Copy 3p
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

TOTAL FEES

29

Check

Cash

Documents on checks

APPROVED BY:

9/0

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED AUG 17 1987

Wachs Boone
MAIL TO ADDRESS:

Scott Schirbel

138 W. Washington St

Hagerstown, MD

21740

NOTE:

ARTICLES OF AMENDMENT
OF
DONNA KAYE PERSONNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1987 AT 8:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 ^{5.00}

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233187

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2926 2072

6/18/87 10:45 A
ARTICLES OF AMENDMENT FOR

JIM MACE AG. AUTO BODY SHOP, INC.
(A Close Corporation)

JIM MACE AG. AUTO BODY SHOP, INC., a Maryland Corporation, having its principal office at Route 3, Box 461-A, Smithsburg, Maryland 21783 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (The "Department") that:

FIRST: the Corporation's Articles of Incorporation are hereby amended by striking in their entirety Articles III through IX and by substituting in lieu thereof the following:

"ARTICLE III: The Corporation shall be a "Close Corporation" as defined in and authorized by Title 4 of the Corporations and Associations Article, Annotated Code of Maryland (1985 repl. vol.)."

"ARTICLE IV: The principal office for the transaction of business of this Corporation shall initially be located in the County of Washington, State of Maryland, at:

Route 3, Box 461-A
Smithsburg, Maryland 21783

The name and post office address of the resident agent of the Corporation in this State is:

JAMES P. MACE
Route 2, Box 362
Smithsburg, Maryland 21783"

"ARTICLE V: The general purposes for which this Corporation is formed, and business or objects to be carried on and promoted by it, are as follows:

(1) to organize and operate a corporation and to engage in, conduct and carry on a business; and

(2) to engage in, conduct and carry on any other lawful purposes or business and to do any other thing that, in the judgment of the Stockholders of this Corporation, may be deemed to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the purposes or business of this Corporation, or any of them, or any part thereof, or to enhance the value of its property, business or rights; and

(3) to conduct any business and to do anything permitted by the provisions of Section 2-103 of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 repl. vol.), as amended from time to time.

For the general purposes aforesaid, this Corporation shall have the following powers:

(a) to construct, improve, maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any

RECORD 5.50
A 1558CHCK 5.50
01987-8-12 09:04

JUN 10 10 45 AM '87

71808453

2525 0298

personal property necessary or incident to the furtherance of the business of this Corporation; and

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien; and

(c) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the purposes or business of this Corporation; and

(d) to make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities; and

(e) to enter into any lawful arrangement for sharing profits, union of interests, reciprocal association or cooperative association with any domestic corporation or foreign corporation, association, partnership, individual or other entity, and to enter into general or limited partnerships; and

(f) insofar as permitted by law, to do any other thing that, in the judgment of the Stockholders, will promote the business of this Corporation for the common benefit of its stockholders; and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland. The provisions of subparagraph (a) through (f), both inclusive, of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each such provisions shall not, unless otherwise expressly provided, be limited by reference to or inference from any other provision of this Article. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such provisions or the scope of the general powers of this Corporation; nor shall the expression of one thing in any of those provisions be deemed to exclude another not specifically expressed, although it be of like nature.

This Corporation may carry out its purposes and exercise its powers in any State, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of such State, territory, district or possession of the United States, or by such foreign country; and this Corporation may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any such State, territory, district or possession of the United States, or any such foreign country."

"ARTICLE VI. The total number of shares of stock which this Corporation has authority to issue is 2,500 shares of common stock, without par value. Such shares may be issued for such consideration as may from time to time be considered appropriate and fixed by the Stockholders of this Corporation and all such shares, when so issued, shall be considered fully paid and not liable to any further

call or assessment. The shares of this Corporation are not to be divided into classes."

"ARTICLE VII. The Corporation shall have two (2) Directors who shall serve as such until 12:00 A.M. midnight on the first (1st) working day following the receipt and approval for record of these Amended Articles of Incorporation by the Maryland State Department of Assessments and Taxation. At such time the Directors shall cease to be Directors without further action and this Corporation shall thereafter have no Board of Directors.

The Business and affairs of this Corporation shall be managed by direct action of the Stockholders of the Corporation and all of the powers and duties given to Directors by law may be exercised by the Stockholders.

The names and post office addresses of the Directors who shall act as aforesaid are:

<u>Name</u>	<u>Address</u>
James P. Mace	Route 2, Box 362 Smithsburg, Maryland 21783
Mary Lou Mace	Route 2, Box 362 Smithsburg, Maryland 21783"

"ARTICLE VIII. Except as may otherwise be provided by appropriate resolution of the Stockholders, no holder of any shares of the stock of this Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of this Corporation of any class now or hereafter authorized, or any security exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares."

"ARTICLE IX. This Corporation shall indemnify every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, whether civil, criminal, administrative or investigative, if that person (i) acted in good faith; and (ii) reasonably believed (a) in the case of conduct in that person's official capacity, that the conduct was in the best interests of this Corporation; and (b) in all other cases that the conduct was at least not opposed to the best interests of this Corporation; and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The indemnification provided for in this Article is against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with any such threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; provided, however, that if any such action, suit or proceeding was one by or in the right of this Corporation, indemnification shall be made only against reasonable expenses and shall not be made in respect of any proceeding in which the person otherwise entitled to indemnity pursuant to the provisions of this Article shall have been adjudged to be liable to this Corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, creates a rebuttable presumption that

the person otherwise entitled to indemnity did not meet the requisite standard of conduct set forth in this Article.

A person who is or was an officer or Director of this Corporation is not indemnified under the provisions of this Article in respect of any threatened, pending or completed action, suit or proceeding charging improper personal benefit to that person, whether or not involving action in that person's official capacity, in which the person was adjudged to be liable on the basis that personal benefit was improperly received.

The provisions of this Article are intended to provide every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, with indemnification to the extent permitted in Section 2-418(b) of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 repl. vol.) as from time to time amended or superseded.

Indemnification under this Article may not be made by this Corporation unless authorized in the specific case after a determination has been made that indemnification is permissible because the person who is or was an officer or Director of this Corporation has met the standard of conduct set forth in this Article. Such determination shall be made in the manner provided in Section 2-418(e) Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 repl. vol.) as from time to time amended or superseded.

Reasonable expenses incurred by any person who is or was an officer or Director of this Corporation and who is a party to any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, may be paid or reimbursed by this Corporation in advance of the final disposition of that proceeding, after a determination that the fact then known to those making the determination would not preclude indemnification under this Article, upon receipt by this Corporation of:

(a) a written affirmation by that person of that person's good faith belief that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has been met; and

(b) a written undertaking by or on behalf of that person to repay the amount if it shall ultimately be determined that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has not been met. The undertaking required by this subparagraph (b) shall be an unlimited general obligation of the person making it but need not be secured and may be accepted without reference to financial ability to make the repayment.

Determination and authorization of payments under this Article shall be in the manner specified in Section 2-418 (e), Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 repl. vol.) as from time to time amended or superseded.

The officers and Directors of this Corporation shall not be liable to this Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of this Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of this

Corporation, and this Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment, except as aforesaid.

The provisions of this Article do not limit the power of this Corporation to pay or reimburse expenses incurred by any person who is an officer or Director of this Corporation in connection with an appearance as a witness in any proceeding by reason of service in that capacity, or otherwise involving this Corporation, when that person has not been made a named defendant or respondent in the proceeding. Any right to indemnification provided for in this Article shall be in addition to, and not exclusive of, any other rights to which any person who is or was an officer or Director of this Corporation may be entitled by law, or otherwise.

This Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or Director of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability pursuant to the provisions of this Article, or otherwise.

Any indemnification of, or advance of expenses to, any person in accordance with the provisions of this Article, if arising out of a proceeding by or in the right of this Corporation, shall be reported in writing to the stockholders of this Corporation with notice of the next annual meeting of stockholders of this Corporation or prior to the next annual meeting of stockholders."

SECOND: By formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 of the Corporations and Associations Article, Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendments, and by written formal action unanimously taken by the Stockholders of the Corporation in accordance with Section 4-201(b)(2)(ii) of the Corporations and Associations Article, Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, JIM MACE AG. AUTO BODY SHOP, INC. has caused these presents to be signed in its name and on its behalf by its Secretary, and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 24th day of April, 1987, and its Secretary acknowledged that these Articles of Amendment are the act and deed of Jim Mace AG. Auto Body Shop, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

JIM MACE AG. AUTO BODY SHOP, INC.

By: Mary Lou Mace

MARY LOU MACE, Secretary

STATE OF MARYLAND)
)
 COUNTY OF WASHINGTON)

I HEREBY CERTIFY, that on this 11TH day of JUNE, 1987, personally appeared before me, a Notary Public in and for the jurisdiction aforesaid, MARY LOU MACE, party to the foregoing Articles of Amendment, known personally to me as such (or satisfactorily proven), and I having first made known to her the contents of said Articles of Amendment, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed, and she acknowledged the facts therein stated to be true as set forth therein.

GIVEN under my hand and Notarial Seal the year and day first above written.

Norma M. Custer
 , Notary Public

My Commission expires: July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

971

DOCUMENT CODE 09 3 BUSINESS CODE _____ COUNTY 71# D2120251 _____ P.A. _____ Religious ☒ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>72</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL
FEES22.00

Check

Cash

Documents on _____ checks

APPROVED BY:

KTCName Change
(New Name) _____

Change of Name

☒ Change of Principal Office☒ Change of Resident Agent☒ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 17 1987

MAIL TO ADDRESS:

Miles Stathakis
342 Hammerhead Hill
Rockville, Md 20850

NOTE:

Entity to be close.

2926 0254

ARTICLES OF AMENDMENT
OF
JIM MACE AG. AUTO BODY SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND June 18, 1987 AT 10:45 O'CLOCK a.m. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 22 5.50

SPECIAL
FEE PAID

\$ _____

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 233305

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2926 0247

WEK, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation
8:56 A

RECORD 5.00
A 1529CHCK 5.00
01987 8-12 A9:06

u/h/87
FIRST: I, Ethel H. Kretzer, whose post office address is
820 Marion Street, Hagerstown, Washington County, Maryland 21740,
being at least eighteen (18) years of age, do hereby form a
corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter
referred to as the "Corporation") is WEK, Inc.

THIRD: The Corporation shall be a Close Corporation as
authorized by Title 4 of the Corporations and Associations
Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the Corporation is formed
are:

(1) To provide engineering, consulting and estimating
services.

(2) To do anything permitted under Section 2-103 of the
Corporations and Associations Article of the Annotated Code of
Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of
the Corporation in Maryland is 820 Marion Street, Hagerstown,
Washington County, Maryland 21740. The name and post office
address of the Resident Agent of the Corporation in Maryland is
Ethel H. Kretzer, 820 Marion Street, Hagerstown, Washington
County, Maryland 21740. Said Resident Agent is a citizen of
Maryland and actually resides therein.

95:3 V 1-100 1051

71528061

2921 2231

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is Ethel H. Kretzer.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of May, 1987, and I acknowledge the same to be my act.

WITNESS:

Karen M. Poet

Ethel H. Kretzer
Ethel H. Kretzer



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

975

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED AUG 17 1987

Owner T. Taylor, Jr.
123 W. Washington St.
Hagerstown, MD 21740

TOTAL
FEES

40.00

Check

Cash

Documents on checks

APPROVED BY:

WJC

NOTE:

ARTICLES OF INCORPORATION
OF
WEK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 1, 1987 AT 8:56 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2350387

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ONIER T. KAYLOR, JR., ESQUIRE
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

224C3000075

A 232106



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2821 2230

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

977

APPROVED FOR RECORD

SEIJA'S PLACE, INC. 6/1/87 at 9:09 A.M.

ARTICLES OF INCORPORATION

OK
FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is:

SEIJA'S PLACE, INC.

THIRD: The purposes for which the Corporation is formed are:
RECORD 5.00
CHECK 5.00
01987 8-12 A9:07

(1) To engage in the retail selling and serving of food and alcoholic beverages to the general public; and to engage in any other lawful purpose and/or business relating to the operation of a restaurant business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 325 Virginia Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Preston C. Shellenberger, 48 Emerald Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

206 V 1-100101

71528101

2922 0965

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN (\$10.00) DOLLARS per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

- (1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and
- (2) If there is no stock outstanding and so long as there are less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Lawrence W. Doolittle, Seija S. Doolittle and Preston C. Shellenberger.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing

2922 0966

in any one or more respects, from time to time, before issuance of such stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the

2922 0967

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.


(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer

2922 0968

under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of May, 1987, and I acknowledge the same to be my act.


Robert E. Kuczynski
55 North Jonathan Street
Hagerstown, Maryland 21740

2922 0969



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 D

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20

W

Organ. & Capitalization

61

W

Rec. Fee (Arts. of Inc.)

62

Rec. Fee (Amendment)

63

Rec. Fee (Merger or Consolidation)

64

Rec. Fee (Transfer)

65

Rec. Fee (Dissolution)

66

Rec. Fee (Revival)

52

Foreign Qualification

50

Cert. of Qual. or Reg.

51

Foreign Name Registration

13

Certified Copy

56

Foreign Penalty

54

For. Supplemental Cert.

73

Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75

Special Fee

80

For. Limited Partnership

83

Cert. Limited Partnership

84

Amendment to Limited Partnership

85

Termination of Limited Partnership

21

Recordation Tax

22

State Transfer Tax

23

Local Transfer Tax

31

Corp. Good Standing

NA

Foreign Corporation Registration

Other

Other

TOTAL FEES

40.00

Check

Cash

Documents on

checks

APPROVED BY:

RHC

MAIL TO ADDRESS:

Robert E. Kuzynski Esq.
55 N. Greenleaf #61
Hagerstown, Md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
SEIJA'S PLACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 1, 1987 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2351187

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
ROBERT E. KUCZYNSKI ESQUIRE
55 N. JONATHAN STREET
HAGERSGOWN MD 21740

226C3000155

A 232183



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2922 0964

SHACO, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of
The Annotated Code of Maryland

ARTICLES OF INCORPORATION

RECORD 5.00
A 1591CHCK 5.00
8-12 A9:08

FIRST: I, Leonard R. Shade, whose post office address is 380 Pangborn Blvd., Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is SHACO, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(a) To engage in the business of new and used furniture sales, retail and wholesale; and

(b) To manage, purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of real property, both in this State and in any part of the world; and

(c) To engage in the restaurant and tavern business, including preparation, sale, and distribution of

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD 0395

6-3-87 at 9:15 A.M.

food, and on and off-sale, alcoholic and non-alcoholic beverages; and

(d) To engage in the vending machine business, including sales of food and non-food items, service, maintenance, and other accessory functions; and

(e) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 7 East Baltimore Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State are Leonard R. Shade, 380 Pangborn Blvd., Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, without par value..

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Leonard R. Shade and Helen M. Cook.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of June, 1987, and I acknowledge the same to be my act.


Leonard R. Shade

2924 0356



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

025

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

amb

MAIL TO ADDRESS:

John R. Salvatore, 44 No
Potomac St.
Suite 204, Hagerstown,
MD 21740

NOTE:

ARTICLES OF INCORPORATION
OF
SHACO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 3, 1987 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 500

SPECIAL
FEE PAID:

\$

D2353746

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987
RETURN TO:
JOHN R. SALVATORE
44 N. POTOMAC STREET
SUITE 204
HAGERSTOWN

MD 21740

227C3000411

A 232412



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2924 0394

988

DSL SOUND, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

DSL SOUND, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) The rental, installation, sale and/or mounting of permanent and/or portable sound systems, including the servicing of same. The repair and maintenance of electronic devices, including, but not limited to, VCR's, televisions and professional sound equipment.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 4 Manila Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this state is William C. Hetzer, 4 Manila Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this state.

1068071

STATE DEPARTMENT OF ASSESSMENTS
2922 2745

June 4, 87

9:02 a.m.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN (\$10.00) DOLLARS per share.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

(1) If there is no stock outstanding, the number of directors may be less than two but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William C. Hetzer and Charles E. Needy.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing

2922 2746

in any one or more respects, from time to time, before issuance of such stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the

2922 2747

Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.


(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer

2922 2748

under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of June, 1987, and I acknowledge the same to be my act.


Edward L. Kuczynski
55 North Jonathan Street
Hagerstown, Maryland 21740

2922 2749



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

993

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance
75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

Edward
R. Kuczynski
55 Dr. Jonaihan
Sh. Hagerstown,
Md 21740

NOTE:

TOTAL
FEES

40

Check

Cash

Documents on checks

APPROVED BY: amh

ARTICLES OF INCORPORATION
OF
DSL SOUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 4, 1987 AT 9:02 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2354306

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
EDWARD L. KUCZYNSKI
55 N. JONATHAN STREET
HAGERSTOWN

MD 21740

228C3000467

A 232474



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2922 2744

ARTICLES OF INCORPORATION
OF
FLYING COLORS, INC.

THIS IS TO CERTIFY:

FIRST: WE, THE SUBSCRIBERS, Bobby M. Hill, whose address is 10917 Whiterim Drive Potomac, Maryland 20854, and Bonnie L. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, both being citizens of the United States, and both being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, associate ourselves with the intention of forming a corporation for the promotion and conduct of the purposes and objects herein stated, by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is herein after called the "Corporation") is:

FLYING COLORS, INC.

THIRD: The purposes for which the Corporation is formed, the powers of the Corporation and the business and objects to be promoted and carried on by it are as follows:

A. To acquire, own, lease, mortgage, convey or assign in trust, occupy, use, manage, develop, deal in or with, sell or otherwise dispose of any interest in real estate both improved or unimproved.

B. Exercise generally the powers set forth in this charter and those granted by law.

C. Do every other act not inconsistent with law.

FOURTH: The post office address of the principal place of business in the State of Maryland shall be c/o Topflight Airpark, Route 6, Showalter Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bobby M. Hill whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and resides at the aforesaid address.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors. The names and post office addresses of the original Directors who act as such until the first annual meeting or until their successors are duly chosen and qualified are:

<u>Names</u>	<u>Addresses</u>
Barrie M. Peterson	1424 Davis Ford Road, Suite 18 Woodbridge, Virginia 22192
Nancy A. Peterson	5220 Prestwick Drive Fairfax, Virginia 22030
Bobby M. Hill	10917 Whiterim Drive Potomac, Maryland 20854

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one thousand (1,000) shares, without par of a class designated "Common Stock".

IN WITNESS WHEREOF, We, being all of the above named incorporators do hereby set our Hands and Seals this 29th day of May, 1987.

WITNESS:

[Signature]

Bonnie L. Hill
BONNIE L. HILL

[Signature]

[Signature]
BOBBY M. HILL

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 29th day of May, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bonnie L. Hill and acknowledged the foregoing Articles of Incorporation to be her respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

[Signature]
Notary Public

My commission expires: 2/20/88

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to wit:

I hereby certify that on this 29th day of May, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bobby M. Hill and acknowledged the foregoing Articles of Incorporation to be his respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

[Signature]
Notary Public

My commission expires: 2/20/88



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

997

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or
Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ Rec. Fee (Dissolution)
66 _____ Rec. Fee (Revival)
52 _____ Foreign Qualification
50 _____ Cert. of Qual. or Reg.
51 _____ Foreign Name Registration
13 8 1 Certified Copy 2
56 _____ Foreign Penalty
54 _____ For. Supplemental Cert.
73 _____ Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent
Address

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited
Partnership
85 _____ Termination of Limited
Partnership
21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
31 _____ Corp. Good Standing
NA _____ Foreign Corporation
Registration
Other _____

Code _____

ATTENTION: _____

TOTAL
FEES

48

☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: PCM

MAILED AUG 17 1987

MAIL TO ADDRESS: Bobby
M. Hill, Flying
Colors, Inc.
1424 Davis Ford
Road, Woodbridge,

NOTE: VA 22192

2922 293

ARTICLES OF INCORPORATION
OF
FLYING COLORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 4, 1987 AT 9:41 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2354629

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BOBBY M. HILL
FLYING COLORS, INC.
1424 DAVIS FCRD DRIVE, SUITE 18
WOODBIDGE VA 22192

228C3000499

A 232506



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2922 2952

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

399

COOL HOLLOW ENTERPRISES, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
A 1594CHK 5.00
01987 8-12 A9:13

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Cool Hollow Enterprises, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

(1) Manufacture, distribute, own, rent, repair, buy and sell, lease and operate motor vehicles to compete in amateur and professional road racing as a licensee of the International Motor Sports Association and the Sports Car Club of America, on a local and national level.

(2) Manufacture, market, sell and otherwise deal in spareparts, equipment, uniforms, safety gear and all products used in the racing of automobiles; to buy, purchase, acquire, sell transfer or trade racing motor vehicles, parts and equipment to any and all persons, firms or corporations; to others or singly in road racing events including the staging thereof; endorse products, equipment, uniforms, driving gear and the like but not limited to, road racing vehicles and all attendant parts thereof; and to engage in any other lawful purpose and/or business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

(3) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

62:8 8-12 1987

71598053

6-8-87

8:29 8-12 1987

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is RFD 9, Box 379, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Richard S. Oakley, RFD 9, Box 379, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Richard S. Oakley and Linda S. Oakley.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are

pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

(d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of

liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 4th day of June, A.D., 1987.

Witness:

Nancy Bayne

Lynn F. Meyers
Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1003

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: Nancy L.
Boyer

MAILED AUG 17 1987

MAIL TO ADDRESS: Mayers +
Young PA
PO Box 1267
Hagerstown 21741-1267

TOTAL
FEES

40.00

☒ Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

1004

ARTICLES OF INCORPORATION
OF
COOL HOLLOW ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 8, 1987 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2355964

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MEYERS & YOUNG, P.A.
ATTN: NANCY C. BOYER
P. O. BOX 1267
HAGERSTOWN

MD 21741 1267

230C3000710

A 232622



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2924 0636

1005

RECORD 5.00
1596CHCK 5.00
01987 8-12 9:15

6-9-87

9:31a

First: The undersigned John P. Strider, Jr., 14 Maple Avenue, Boonsboro, MD 21713 acting as Incorporator of a Corporation, and Robert H. Bricker Jr. each of whom is at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the Corporation (which is hereafter referred to as the "Corporation") is Stoneridge Development Corporation.

Third: The purposes for which the Corporation is formed are:

A) To purchase, develop, build, and administer a retirement community for senior citizens. To purchase, sell, lease and/or rent various types of housing alternatives to include, but not limited to, cluster housing, lease and/or rental units, individual and multi-family dwellings, and condominiums.

B) To provide at the Corporation's discretion, and when deemed appropriate, a nursing care facility.

C) To engage in the business of general contracting, subcontracting, construction management, consulting, and any other business related directly or indirectly to and including any and all phases or aspects of, but not limited to the general contracting and/or construction business.

D) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible property, whatever and wherever situated.

E) To design, produce, manufacture, fabricate, construct, duplicate, reproduce, undertake studies, and market products of every nature for any industry and any customer.

F) To act as management consultants to industries or businesses engaged in any and all areas of business in which the Corporation might engage.

G) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises, and assets of every kind, of any corporation, partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part of any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises, or assets by the issue, in accordance with the Laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

71608033

2924 0720

H) To purchase, sell, issue, and trade in any and all marketable securities of any type or description as allowed by the Laws of the State of Maryland, for any purpose aforesaid mentioned and/or stated herein, or any other purpose which the Corporation may deem necessary, to include but not limited to trade agreements, mortgages, notes, options, stocks, bonds, or otherwise.

I) To carry on any of the businesses hereinafter enumerated for itself, or for account of others, or through others for its own account, and carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights, and to do anything permitted by Section 2-103 of the Corporation and Association Articles of the Annotated Code of Maryland now or as amended from time to time.

J) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, and districts of the United States of America and in foreign countries, and to maintain offices and agencies in any of the aforesaid mentioned.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limit only as relative to corporations which are contained in the general law of this State.

Fourth: The post office address of the principal office of the Corporation in this State is 14 Maple Avenue, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this State is John P. Strider, Jr., 14 Maple Avenue, Boonsboro, Washington County, MD 21713. Said Resident agent is actually residing in this State.

Fifth: The total number of shares of capital stock which the Corporation has authority to issue is Five Hundred Thousand (500,000) shares of common stock, with a par value of Two Dollars (\$ 2.00) per share.

Sixth: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than Two (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and

2924 0721

qualified are: Robert H. Bricker, Jr., John P. Strider, Jr., and Stuart L. Mullendore.

Seventh: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the Directors and Shareholders:

A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes, with or without par value whether now or hereafter authorized.

B) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more preferences, rights, voting powers, restrictions of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors include in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

C) No contract or other transaction between this Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors and/or Shareholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Directors individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested.

Eighth: Until such time as the Corporation shall enter into a separate agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of shares of the Corporation, no stock shall be transferred by any shareholder to any other person unless the stock shall have been first offered 2984 8724

writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to any such person shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of sixty (60) days after receipt of the written offer to accept the same by compliance with the terms therein set forth.

Thereafter, if at any time the holders of a majority or more of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the Corporation or any part thereof to which such agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, of any of the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

Ninth: As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

A) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the "Indemnification Section".

B) With respect to any Corporate representative other than a present or former officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the "Indemnification Section"; provided, however, that to the extent a Corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to the subsections (b) or (c) of the "Indemnification Section" or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such Corporate representative other than a present or former director or officer under the "Indemnification Section" unless and until it shall have determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by the stockholders who were not parties to the proceeding, that indemnification of such Corporate representative other than a present former director or officer is in the best interests of the Corporation.

officer is proper in the circumstance.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 29th day of May 1987, and we do acknowledge the same to be our individual act.

Robert H. Bricker, Jr.

John P. Strider, Jr.

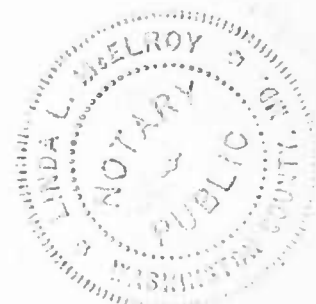
State of Maryland)
SS
County of Washington)

On this 8th day of June 1987, before me, a Notary Public in said County, personally appeared Robert H. Bricker, Jr., and John P. Strider, Jr., whose names are subscribed to the within Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Linda L. McElroy

My Commission expires: My Commission Expires July 1, 1990





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. 6 Religious _____ Close _____ ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>200</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: John P. Strider, Jr.MAIL TO ADDRESS: Stoneridge Development Corp
100 W. Franklin St
Hagerstown, Md
21740TOTAL
FEES220.00

Check _____

Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: ATC

ARTICLES OF INCORPORATION
OF
STONERIDGE DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 9, 1987 AT 9:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 200

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2356111

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
STONERIDGE DEVELOPMENT CORP.
ATTN: JOHN P. STRIDER, JR.
100 W. FRANKLIN STREET
HAGERSTOWN MD 21740

230C3000725

A 232637



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2924 0719

1012

ARTICLES OF INCORPORATION
OF
LONGMEADOW ICE CREAM, INC.

THIS IS TO CERTIFY:

RECORD 5.00
A 1597CHCK 5.00
01987 8-12 A9:16

FIRST: That, I, Arthur K. Staymates, whose post office address is 1824 Blue Ridge Road, Hagerstown, MD 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, intend to form a Corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

Longmeadow Ice Cream, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To carry on all or any of the business of selling ice cream and products related to ice cream, i.e., sundaes, milk shakes, floats, etc.

(b) Any other lawful business.

FOURTH: The post office address of the principal office of the Corporation in this State is 1555 Potomac Avenue, Hagerstown, MD 21740. The resident agent of the Corporation is Arthur K. Staymates, whose post office address is 1824 Blue Ridge Road, Hagerstown, MD 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The aggregate number of shares which the Corporation shall have the authority to issue is Five Thousand (5,000) Shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value is Fifty Thousand (\$50,000) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders.

2924 1960

SIXTH: The number of Directors of the Corporation shall be one (1), whose name is Arthur K. Staymates, who shall act until the Director's Organizational Meeting is held, at which time the number of Directors of the Corporation shall be three (3), but never less than two (2).

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of JUNE, 1987.

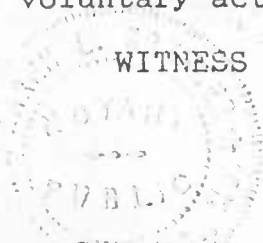
WITNESS:

Larry L. Kutz

Arthur K. Staymates

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 8th day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur K. Staymates, who did acknowledge the foregoing to be his voluntary act and deed.



WITNESS my hand and Official Notarial Seal.

Larry L. Kutz
Notary Public

My Commission Expires:
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 8 1 Certified Copy 20
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

Arthur Staymates

1824 Blue Ridge Rd

Hagerstown, Md

21740

TOTAL
FEES

48

Check

Cash

Documents on checks

APPROVED BY:

CERTIFIED
COPY MADE

ARTICLES OF INCORPORATION
OF
LONGMEADOW ICE CREAM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1987 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2356954

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
ARTHUR K. STAYMATES
1824 BLUE RIDGE ROAD
HAGERSTOWN

MD 21740

231C3000809

A 233938



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2924 1987

1016

ARTICLES OF INCORPORATION

GEORGE A. DEATRICH EQUIPMENT LEASING, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

RECORD 5.00
A 1599CHCK 5.00
01987 8-12 A9:17

FIRST: I, Linda L. Deatrich, whose post office address is Route #3, Box 6, Boonsboro, Maryland, 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is GEORGE A. DEATRICH EQUIPMENT LEASING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the excavating business; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 6, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is George A. Deatrich.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

71013401

2924 2022

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Linda L. Deatrach
Linda L. Deatrach

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 9th day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Linda L. Deatrach and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1990

Pamela S. Ambrose
Notary Public

2924 2023



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Richard Lauricella
PO Box 1269
Hagerstown Md

21741-1269

TOTAL
FEES

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

ARTICLES OF INCORPORATION
OF
GEORGE A. DEATRICH EQUIPMENT LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 10, 1987 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2357036

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
RICHARD W. LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

231C3000817

A 233946



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2924 2021

1020

ARTICLES OF INCORPORATION
GEORGE A. DEATRICH EXCAVATING, INC.

RECORD 5.00
A 1600CHCK 5.00
01987 8-12 A9:18

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

6/10/87 10:11A
FIRST: I, Linda L. Deatrich, whose post office address is Route #3, Box 6, Boonsboro, Maryland, 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is GEORGE A. DEATRICH EXCAVATING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the excavating business; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 6, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is George A. Deatrich.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

716-13/100

2924 2026

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Linda L. Deatrach
Linda L. Deatrach

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 9th day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Linda L. Deatrach and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose
Notary Public

2924 2027



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 62 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40
☒ Check _____ Cash _____

_____ Documents on _____ checks

APPROVED BY: RL

Name Change (New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Lauricella
PO Box 1269
Hagerstown Md 21741
1269

NOTE: _____

ARTICLES OF INCORPORATION
OF
GEORGE A. DEATRICH EXCAVATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1987 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2357044

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
RICHARD W. LAURICELLA
P. O. BOX 12600N STREET
HAGERSTOWN MD 21741 1269

231C3000818

A 233947



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

BOONSBORO TASTEE FREEZ CORPORATION
A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

RECORD 5.00
A 1601CHK 5.00
01987 8-12 09:11

FIRST: I, Douglas Lefever, whose post office address is 7 Marcia Court, Boonsboro, Maryland, 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BOONSBORO TASTEE-FREEZ CORPORATION

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the food and beverage business; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 208 Della Lane, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Douglas Lefever and Raymond D. Grove, Jr.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

1987 2030

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

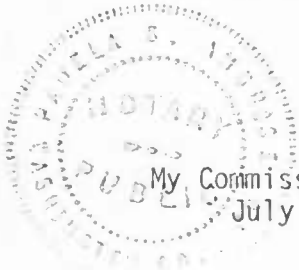
Pamela S. Ambrose

Douglas Lefever
Douglas Lefever

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 3rd day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas Lefever and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1990

Pamela S. Ambrose
Notary Public

2924 2031

1026



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Richard Lauricella

PO Box 1269

Hagerstown, Md 21741

1269

TOTAL
FEES

40

☒ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE: _____

ARTICLES OF INCORPORATION
OF
BOONSBORO TASTEE-FREEZ CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1987 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2357051

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
RICHARD W. LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

231C3000819

A 233948



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2924

2029

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONAPPROVED FOR RECORD
6/10/87 at 9:31 A.M.

ARTICLES OF INCORPORATION

OF

STEPHEN WRIGHT, INC.

THIS IS TO CERTIFY:

RECORD 5.0
A 1602CHCK 5.0
01987 8-12 A9:20

FIRST: That, We, the subscribers, Stephen Michael Wright, whose address is 357A, South Potomac Street, Hagerstown, MD 21740, and Douglas Samuel Wright, Sr., whose address is 668 Orchard Road, Hagerstown, Maryland, 21740, both being of legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereafter called the Corporation) is: "Stephen Wright, Inc."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To manufacture, buy, sell, import and export, and generally deal in pottery of all kinds, porcelain, chinaware, stoneware, and every other product of which pottery clay is the principal part; to acquire land containing pottery clay and to sell, mortgage, or lease the same.

71618041

FILE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

1987 JUN -1 A 11:21

2925 1622

(b) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object

expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The address of the place at which the principal office of the Corporation in this State will be located is 355, South Potomac Street, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Stephen Michael Wright, whose address is 357A, South Potomac Street, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have two directors and Stephen Michael Wright and Douglas Samuel Wright, Sr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent

possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to idemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 13th day of MAY, 1987.

WITNESS:

Patricia R. Conley
Douglas S. Wright, Sr.

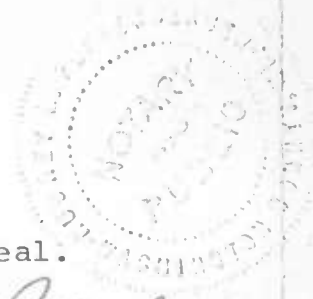
Stephen Michael Wright (SEAL)
STEPHEN MICHAEL WRIGHT

Douglas Samuel Wright, Sr. (SEAL)
DOUGLAS SAMUEL WRIGHT, SR.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of MAY, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared STEPHEN MICHAEL WRIGHT, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



Audrey L. Poffenberger
Notary Public

My Commission Expires:
July 1, 1990

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13TH day of MAY, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DOUGLAS SAMUEL WRIGHT, SR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.


Audrey L. Poffenberger
Notary Public

My Commission Expires:
July 1, 1990.

2925 1626



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1033

DOCUMENT CODE

02K

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close



Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

AUG 17 1987

MAIL TO ADDRESS:

TOTAL FEES

40

Check

Cash

Documents on

checks

APPROVED BY:

PCM

NOTE:

21740

1034

ARTICLES OF INCORPORATION
OF
STEPHEN WRIGHT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1987 AT 9:31 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID

\$

D2358745

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
POOLE & POOLE
81 W. WASHINGTON STREET
HAGERSTOWN MD 21740

232C3000938

A 234099



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2925 1621

1035

RICHARD W. DOUGLAS, P.A.
ARTICLES OF INCORPORATION

RECORD 5.00
A 1603CHCK 5.00
01987 8-12 A9:20

FIRST: I, Richard W. Douglas, whose post office address is 1104 Fry Avenue, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Richard W. Douglas, P.A.

THIRD: The purposes for which the Corporation are formed are:

(1) To engage in the business of the practice of the profession of law and to engage in any other lawful purpose or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 21 Summit Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation is Richard W. Douglas, 1104 Fry Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be fewer than one (1), provided that:

(1) If there is no stock outstanding, the number of directors may be fewer than three (3), but not fewer than (1); and

(2) If there is stock outstanding and so long as there are fewer than three (3) stockholders, the number of Directors may be fewer than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Richard W. Douglas.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

71688047

1

APPROVED FOR RECORD 2926 0988
6/15/87 at 9:10 .m.

SEVENTH: the following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the officers and directors:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors and the Corporation, no holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or other rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a

proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in the proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of June, 1987, and I acknowledge the same to be my voluntary act and deed.

Witness

Honey C. Bayer

Richard W. Douglas

Richard W. Douglas

(SEAL)



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change
(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard W. Douglas

81 West Washington St.

Hagerstown, Md. 21740

TOTAL
FEES40☒ Check _____ Cash _____

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
RICHARD W. DOUGLAS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 15, 1987 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2360345

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 1 / 1987

RETURN TO:
RICHARD W. DOUGLAS
81 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

236C3001148

A 234261



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2926 0987

1040

RECORD 5.00
A 1604CHCK 5.00
01987 8-12 A9:21

ADORABLE WHITE DOG BONE COMPANY, INC.
ARTICLES OF INCORPORATION

FIRST: I, Lisa Shank Poole, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Adorable White Dog Bone Company, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of manufacture and sale of canine products; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 901 Pope Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Leon Louis Seidman, 901 Pope Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Leon Louis Seidman
Pamela Elaine Seidman

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time by ~~the Board of Directors~~ such shares, the preferences, rights, voting

APPROVED FOR RECORD

6-17-87 at 10:05 a.m.

AND TATIFIED

71833211

powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of June, 1987, and I acknowledge the same to be my voluntary act and deed.

Rebecca L. Dornbuesch
Witness

Lisa Shank Poole (SEAL)
Lisa Shank Poole

2925 1834



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 Rec. Fee (Amendment)
 63 Rec. Fee (Merger or Consolidation)
 64 Rec. Fee (Transfer)
 65 Rec. Fee (Dissolution)
 66 Rec. Fee (Revival)
 52 Foreign Qualification
 50 Cert. of Qual. or Reg.
 51 Foreign Name Registration
 13 Certified Copy
 56 Foreign Penalty
 54 For. Supplemental Cert.
 73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership
 21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 Other
 Other

Code

ATTENTION:

Pooler

MAIL TO ADDRESS:

Logar
 Schlossberg, P.A. Esq.
 134 West Washington St
 Hagerstown, Md
 21740

TOTAL
FEES

40.00

Check

Cash

Documents on checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
ADORABLE WHITE DOG BONE COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 17, 1987 AT 10:05 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2361806

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
ROGER SCHLOSSBERG, P.A.
ATTN: LISA SHANK POOLE, ESQUIRE
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

236C3001294

A 234387



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2926 1832

1044

RECORDED 5.00
A 1605CHCK 5.00
01987 8-12 49:22

Received for record August 12, 1987 at 9:22 AM
CORPORATION LIBER 37

6/22/87 at 8:55

MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Miller's Insurance and Appraisal Service, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of selling insurance and providing insurance related services, as well as providing real estate appraisals and engaging in real estate property management.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 26 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Thelma A. C. Miller, 26 West Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Thelma A.C. Miller

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

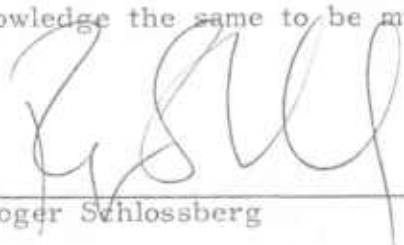
(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an

affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of June, 1987, and I acknowledge the same to be my voluntary act and deed.

Witness



Roger Schlossberg

(SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1047

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED AUG 17 1987

MAIL TO ADDRESS: _____

Roger Schlossberg
134 W. Washington St
Hagerstown, Md
21740

TOTAL
FEES

40

☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: PCm

NOTE: _____

ARTICLES OF INCORPORATION
OF
MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1987 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

02365096

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

241C3001623

A 234704



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2926 0928

APPROVED FOR RECORD

ARTICLES OF INCORPORATION at 11:07 a.m.
4-22-87
OF THE

WASHINGTON COUNTY HISTORICAL TRUST, INC.

THIS IS TO CERTIFY:

RECORD 5.00
A 1606CHCK 5.00
01987 8-12 A9:22

FIRST: That we, the Subscribers,
David Cottingham, Hilda Cushwa, Lynne Byron, Adele Donnelly,
Ann Moylan, David L. Corey, Sr., and Jeff Chapman, whose
Post Office Address is 135 West Washington Street,
Hagerstown, Maryland, 21740, being at least eighteen years
of age, do under and by virtue of the General Laws of the
State of Maryland authorizing the formation of corporation,
associate ourselves with the intention of forming a
corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which
hereinafter called the "Corporation") is:

WASHINGTON COUNTY HISTORICAL TRUST, INC.

THIRD: The purposes for which the Corporation is
formed and the objects to be carried on and promoted by it
are as follows:

(a) To preserve, restore, maintain, and
operate historical, aesthetic, and cultural properties,
buildings, fixtures, furnishings, and appurtenances in
Washington County, State of Maryland, to foster the
preservation, advancement, and welfare of Washington County,

71735603

1987 1049

and to encourage the appreciation thereof by the general public, and to encourage others to do so.

(b) To receive and administer funds and properties of all kinds for the above purposes, and to that end to take and hold by bequest, devise, gift, purchase, loan, or lease, either absolutely or in trust, for said objects or purposes or any one of them, any property, real, personal, or mixed, without limitations as to amount or value, except such as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend such principal or the income therefrom for any of the purposes as may be contained in the instrument under which the property is received.

(c) To receive any property, real, personal, or mixed, in trust under the terms of any deed, will, deed of trust, or other trust instrument for the purposes of the Corporation, and in the administering of the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the instrument under which it is received.

(d) To receive, take title to, hold, and use the proceeds and income of real estate, personal estate, stocks, bonds, obligations, or other securities of any

person or persons, corporation or corporations, domestic or foreign, for the purposes of the Corporation.

(e) To solicit and receive funds from the public for the purposes of the Corporation, but no part of such funds or property received as a gift and no part of the net earnings, or any principal, or corpus, of the Corporation, shall inure to the benefit of any Director or Member of the Corporation, other than reimbursement of necessary and reasonable expenses incurred by the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propagands, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax code.

(f) To exercise such other powers as the Directors may deem requisite to promote the purposes of the

Corporation and which are permitted by law to corporations formed for charitable purposes within the meaning of 26 U.S.C. Sec 501(c)(3), and to have all other powers conferred by law on corporations formed under the General Laws of the State of Maryland.

FOURTH: That the said Washington County Historical Trust, Inc. shall assist the Maryland Historical Trust, an agency of the State of Maryland, in its activities within Washington County, when so requested by the Trust, including, but not limited to the power to enter into contracts and agreements with the Maryland Historical Trust, and shall conduct its business and pursue the purposes of the Corporation in a manner not inconsistent with the purposes of the Maryland Historical Trust.

FIFTH: The Post Office address of the principal office of the Corporation in this State is 135 West Washington Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Marge Peters, whose Post Office Address is 135 West Washington Street, Hagerstown, Maryland, 21740, said resident agent is a citizen of the State of Maryland and actually resides herein.

SIXTH: The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: The number of directors of the Corporation shall be Seven, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never

2026 1047

be more than Seven, or less than Five, and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Names: David Cottingham (Chairman)
P.O. Box 222
Clear Spring, Maryland 21722

Hilda Cushwa (Vice Chairman)
Route 1, Box 337
Clear Spring, Maryland 21722

Lynne Byron (Secretary)
Box 1626 "Windward"
Shepherdstown, West Virginia 25443

Adele Donnelly (Treasurer)
Sunshire Hill
Hancock, Maryland 21750

Ann Moylan (Member)
Longmeadow
Route 8, Box 41
Hagerstown, Maryland 21740

David L. Corey, Sr. (Member)
1231 Ravenwood Heights
Hagerstown, Maryland 21740

Jeff Chapman (Member)
Route 2, Box 387
Hagerstown, Maryland 21740

EIGHTH: The Directors shall have the power to make and alter By-Laws and, subject to the provisions of law, to propose amendments to these Articles of Incorporation.

NINTH: Membership shall be open to all persons, corporation or natural, interested in the objects of the Corporation.

TENTH: The Corporation is not organized for profit and no part of the assets or earnings of the Corporation shall be paid or inure to any Member of Director

of the Corporation as profits, dividends, or as compensation for services. All such assets and earnings shall be utilized and invested as the Directors deem advisable for the benefit of the Corporation and for the advancement and accomplishments of its purposes. Upon dissolution, the assets of the Corporation, after satisfaction of all obligations in accordance with the General Laws of the State of Maryland, shall be turned over to and vested in the Maryland Historical Trust. If the Maryland Historical Trust ceases to exist, all funds should be given to another agency or instrumentality of the State of Maryland or to another charitable organization located in or outside of the State, which agency, instrumentality or organization agrees to administer the assets as a substitute for the Maryland Historical Trust, provided that if the assets are turned over to a charitable organization, such organization is operated for purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax code.

ELEVENTH: The duration of the Corporation shall be perpetual.

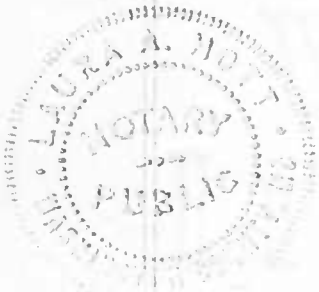
IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 15th day of June, 1987,
and we acknowledge the same to be my act.

David Cottingham
Chairman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15th day of June,
1987, before me, the subscriber, a Notary Public in and for
the State and County aforesaid, personally appeared
David Cottingham, who did acknowledge that he
executed the foregoing Articles of Incorporation as his
voluntary act.

WITNESS my hand and Official Notarial Seal.



Laura A. Hott
Notary Public

Commission Expires 7/1/90



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 B

BUSINESS CODE

04

COUNTY

71

#

P.A.

Religious

Close

Stock

☒ NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	24	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent
Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Marge
Peterson, 135 Thresh
Washington St.
Hagerstown, Md
21740

TOTAL
FEES

44

Check

Cash

Documents on checks

APPROVED BY:

amh

NOTE:

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY HISTORICAL TRUST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1987 AT 11:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 24

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$

D2365252

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED AUG 17 1987

RETURN TO:
MARGE PETERS
135 W. WASHINGTON STREET
HAGERSTOWN MD 21740

2-1C3001639

A 234720



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO: 323 1043

ARTICLES OF INCORPORATION

OF

AMVETS POST #14, INCORPORATED

STATE DEPARTMENT
APPROVED FOR RECORD
6/25/87 at 8:57
JUN 25 8 57 AM '87

1058

RECORD
A 1607CHK
01987 8-12 49:23
5.00
5.00

THIS IS TO CERTIFY:

FIRST: That WE, the subscribers, TYRONE McKOY, whose post office address is 2560 Ironsprings Road, Fairfield, Pennsylvania 17320, HAROLD H. KING, SR., whose post office address is 200 Red Hill Drive, Hagerstown, Maryland 21740, and FRANCIS P. McKENNA, whose post office address is 11460 East Park Circle, Waynesboro, Pennsylvania 17268, all being of full legal age, do, under and by virtue of the General and Public Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) shall be: AMVETS POST #14, INCORPORATED.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). That the purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it in whole or in part are as follows:

1. To promote patriotism and encourage the demonstration of respect and honor to those who have contributed to the upbuilding and preservation of the United States, its institutions and ideals; to erect and maintain monuments and memorials to patriots in American history and to publish and disseminate information concerning their lives and their patriotic activities; to symbolize patriotism in our nation as a virtue gloriously shared by American citizens of all races and creeds; and to permanently establish as a motto of the organization, "We Fought Together --- Now Let's Build Together --- For A Better America."

2. To advocate, promote and maintain true allegiance to the government of the United States of America and fidelity to its constitution and laws.

3. To perpetuate those principles of liberty, freedom and justice from which was created the greatness that is the United States of America.

4. To inculcate in our citizenry a loyal appreciation of the heritage of American citizenship, with its responsibilities, rights and privileges.

5. To preserve the United States of America from all enemies

71763161

2929 0316

6. To foster and perpetuate friendly relations among and advance the interest and welfare of veterans and active duty personnel of the Armed Forces of the United States of America who are living in the section of the State of Maryland serviced by this Corporation.

7. To formulate, to establish, and to maintain high moral and spiritual ideals and standards among its members, the citizenry of the State of Maryland and the United States of America; to provide a forum for the discussion of problems and programs which are of benefit and interest to members and active duty personnel of the Armed Forces of the United States of America, and other citizens of our State and Nation; and to promote the dissemination of such ideas and information deemed appropriate.

8. To keep alive the memory of exploits and heroism of the members of our Armed Forces and to instill their spirit and ideal of service to God, country and home in our youth, and to promote the realization that the family is the basic unit of society.

9. To preserve and strengthen comradeship and patriotism among its members and to assist, comfort and aid all needy and distressed members and their dependents.

10. To join with, cooperate with and collaborate with other similar associations, incorporated or un-incorporated, to attain any of the aforesaid objects, intents or purposes.

11. To encourage a more vivid understanding of the Constitution of the United States of America and to promote active participation in the teaching of its ideals of life, liberty and the pursuit of happiness; to develop a more zealous citizenship; to encourage morality in government, labor, management, economic, social, fraternal and all other phases of American life; and to combat aggressively the forces which tend to impair the efficiency and permanency of our free institutions.

12. To secure legislation safeguarding the religious, economic and social welfare and security of its members.

13. To purchase, lease, hire or otherwise acquire, hold, own, use, develop, improve, mortgage, pledge, sell and in any manner dispose of, and to aid and subscribe toward the acquisition, development, both within and without the State of Maryland, property, real or personal, and all rights and privileges therein suitable or convenient to any of the businesses of the Corporation, without limits.

14. To borrow or raise money without limit and upon any terms for any of the purposes of the Corporation and to issue bonds, debentures, notes, certificates of indebtedness, and other obligations of any nature, secured or unsecured and howsoever evidenced, and in any manner permitted by law for monies so borrowed, or in payment for property purchased, or for other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance

or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes; to loan money, secured by mortgages or pledges or personal property or otherwise, or without security.

15. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, partnership or corporation and in carrying on its business and for the purposes of attaining or furthering any of its objects and purposes; to make and perform any contracts and to do any acts and things; and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated, otherwise authorized by law, or incidental to the powers herein specified, or which at any time may appear conducive to, or expedient for, the accomplishment of any of such objects or purposes.

16. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments; and to redeem any debt or other obligation of the Corporation before the same shall fall due, on any terms and on any advance or premium.

17. To solicit, collect, raise and disburse money for the carrying out and accomplishment of any or all of the foregoing objects and purposes of the Corporation.

18. And, in general, to have and exercise all powers conferred by the General Laws of the State of Maryland, upon corporations without capital stock formed thereunder, as fully and to the same extent as if each and all of said powers were enumerated and set forth at length herein.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 200 Red Hill Drive, Hagerstown, Maryland 21740,; the resident agent of the Corporation is HAROLD H. KING, SR., ✓ whose post office address is 200 Red Hill Drive, Hagerstown, Maryland 21740, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The Corporation shall have not less than five (5) and not more than ten (10) Directors, who shall be the Officers of the Corporation. TYRONE MCKOY, HAROLD H. KING, SR., FRANCIS P. MCKENNA, DONALD R. FRUSH, RAYFIELD RUFFIN, GARY MEBANE and SPEENER HOSE shall act as such Directors until the first annual meeting or until their successors shall have been duly chosen and qualified. The exact number of Directors may be varied from time to time by appropriate action taken in accordance with the provisions of the By-Laws.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Record of the County in which the principal office of the Corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation

and of the Directors and members:

1. This Corporation is not organized and shall not be conducted for profit. It is expressly declared that the purpose and essence of this Corporation is purely benevolent, charitable and philanthropic and that no dividend shall ever be declared or paid to any of its members and that none of its property, real, personal or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

2. The conditions, method of admission, qualifications and classifications of membership and limitations, rights, powers and duties of members, and dues, assessments and contributions of members; the method of expulsion from and termination of membership, limitation upon or qualifications of voting power and all other matters pertaining to the membership and the conduct, management and control of the business property and affairs of the Corporation shall be as provided, from time to time, in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The members of the Corporation shall be such individuals that may be elected to membership, from time to time, in accordance with the provisions of the By-Laws.

TENTH: The Corporation shall be managed by a Board of Directors, as provided by Article Sixth hereof, but the exact number, the qualifications, powers and duties of the Directors shall be provided for by the By-Laws; and the By-Laws shall also provide for assistants to the Directors, Officers, agents and employees as may be desirable. The members, gathered in regular and special meetings, duly convened and conducted in accordance with the provisions of the By-Laws, shall be the governing body of the Corporation in all matters.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute upon the affirmative vote of two-thirds (2/3) of the members of the Corporation and all rights conferred upon Officers, Directors and members are herein granted subject to this reservation, provided that no such amendment shall permit this Corporation to engage in business for profit.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation, this 2 day of June, 1987.

Witness:
Elaine Whitmore

As to all three.

Tyrone McKoy
TYRONE MCKOY
Harold H. King, Sr.
HAROLD H. KING, SR.
Francis P. McKenna
FRANCIS P. MCKENNA

STATE OF MARYLAND)
COUNTY OF)

I HEREBY CERTIFY that on this 2 day of June, 1987, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared TYRONE MCKOY, HAROLD H. KING, SR., and FRANCIS P. MCKENNA and severally acknowledged the foregoing Articles of Incorporation to be their act.
WITNESS my hand and Notarial Seal.

My Commission Expires:
7-1-90

Shirley M. Cline
Notary Public

1986 1987



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1063

DOCUMENT CODE

02

BUSINESS CODE

04

COUNTY

21

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAIL TO ADDRESS:

MAILED AUG 17 1987
Harold King Jr.
200 Red Hill Dr.
Hagerstown Md 21740

TOTAL
FEES

40

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

PCM

ARTICLES OF INCORPORATION
OF
AMVETS POST #14, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 25, 1987 AT 8:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2366581

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HAROLD H. KING, SR.
200 RED HILL DRIVE
HAGERSTOWN

MD 21740

243C3001772

A 234846



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2929 0518

RECORD
5.00
5.00
1008366
8-12 AM:24

Received for record August 12, 1987 at 9:24 AM CORPORATIO
LIBER 37
1065

O'NEIL MASONRY, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
APPROVED FOR RECORD
6/25/87
9:26

FIRST: I, Eugene L. O'Neil, whose post office address is Route 1, Box 329, Sharpsburg, Washington County, Maryland 21782, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is O'Neil Masonry, Inc..

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the Corporation is formed are:

- (1) To engage in all phases of masonry work and construction.
- (2) To do anything permitted under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 329, Sharpsburg, Washington County, Maryland 21782. The name and postoffice address of the Resident Agent of the Corporation in Maryland is Joyce O'Neil, Route 1, box 329, Sharpsburg, Washington County, Maryland 21782. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of a par value of Ten Dollars (\$10.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

The Board of Directors have determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244 (c) (1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244 (c) (1), as amended.

71768083

2525 0041

Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further.

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is Joyce L. O'Neil.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this
day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

Karen L. Parker

Joyce L. O'Neil
Joyce L. O'Neil

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging
(Transferor)

Surviving
(Transferee)

<u>CODE</u>	<u>AMOUNT</u>	<u>FEE</u>	<u>REMITTED</u>
-------------	---------------	------------	-----------------

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	<u> </u>	Rec. Fee (Amendment)
63	<u> </u>	Rec. Fee (Merger or Consolidation)
64	<u> </u>	Rec. Fee (Transfer)
65	<u> </u>	Rec. Fee (Dissolution)
66	<u> </u>	Rec. Fee (Revival)
52	<u> </u>	Foreign Qualification
50	<u> </u>	Cert. of Qual. or Reg.
51	<u> </u>	Foreign Name Registration
13	<u> </u>	<u> </u> Certified Copy <u> </u>
56	<u> </u>	Foreign Penalty
54	<u> </u>	For. Supplemental Cert.
73	<u> </u>	Cert. of Conveyance

Name Change
(New Name)

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent
Address

	Special Fee
80	For. Limited Partnership
83	Cert. Limited Partnership
84	Amendment to Limited Partnership
85	Termination of Limited Partnership
21	Recordation Tax
22	State Transfer Tax
23	Local Transfer Tax
31	_____ Corp. Good Standing
NA	Foreign Corporation Registration
	Other _____
	Other _____

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

Kaylor & Wanz

123 W. Washington St.
Hagerstown, Md. 21740

TOTAL
FEES 40

✓ Check Cash

Documents on checks

NOTE:

APPROVED BY: *JMT*

ARTICLES OF INCORPORATION
OF
O'NEIL MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 25, 1987 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20.50

SPECIAL
FEE PAID:

\$

D2366755

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
KAYLOR & WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

243C3001789

A 234863



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2929 0640

ARTICLES OF INCORPORATION

6/26/87

10:17

D & G LIQUORS, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

RECORD 5.00
A 1609CHK 5.00
01987 8-12 A9:25

FIRST: I, Ronald L. Frey, whose post office address is 846 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is D & G Liquors, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the business of food and beverage products; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 846 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Ronald L. Frey.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

71778160

LO. 114 21 01 52 1100

2929 0762

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

Bonnie Bohan

Ronald L. Frey
Ronald L. Frey

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 22nd day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald L. Frey and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Bonnie L. Daugherty
Notary Public

My Commission Expires:
July 1, 1990



2929 0763



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1071

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

91

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

A

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED AUG 17 1987

MAIL TO ADDRESS:

Miller, Oliver et al
PO Box 1269

Hagerstown, Md 21741-1269

NOTE:

ARTICLES OF INCORPORATION
OF
D & G LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 26, 1987 AT 10:17 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$

D2366961

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MILLER, OLIVER & ETAL.
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

243C3001810

A 234884



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1987 0761

Snyder and Benjamin
ATTORNEYS AT LAW
28 JONATHAN STREET
HAGERSTOWN, MARYLAND 21740
301-790-3920

1073

GEORGE E. SNYDER, JR.
MICHAEL G. BENJAMIN*
JOHN W. CHILLAS
CARL W. DISQUE
*MEMBER PENNSYLVANIA BAR

FREDERICK OFFICE
WEST PATRICK SQUARE
129-9 W. PATRICK STREET
FREDERICK, MARYLAND 21701
301-293-3034

16
May 8, 1987

RECORD .50
A 1611CHCK .50
01987 8-12 A9:27

Department of Assessments
and Taxation
301 W. Preston Street
Baltimore, Maryland 21201

RECORD 1.50
A 1612CHCK 1.50
01987 8-12 A9:27

RE: Change of Resident Agent for SPEEDWAY CONCESSIONS, INC.

Dear Sir or Madam:

Please accept for filing the enclosed certified copy of a board of directors resolution of the above-named corporation authorizing a change in the name and address of its resident agent.

I am enclosing a check made payable to your order in the amount of \$11.00 to cover the cost of filing this two (2) page document.

Please send your acknowledgement that this document has been received for record to the undersigned. Thank you for your prompt attention to this concern.

Very truly yours,

Carl W. Disque
Carl W. Disque

CWD/klm
Enclosure(2)

71408110

12 5 4 02 AM 1987
2920 0207

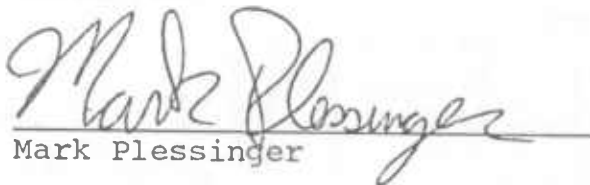
SPEEDWAY CONCESSIONS, INC.

Board of Directors' Resolution Authorizing
Change of Resident Agent

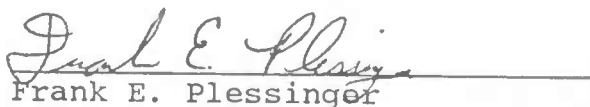
RESOLVED: That the Resident Agent of SPEEDWAY CONCESSIONS, INC. (hereinafter referred to as the "Corporation") in the State of Maryland be, and hereby is, changed from George E. Snyder, Jr., whose post office address is 28 Jonathan Street, Hagerstown, Maryland 21740, to John Grove, whose post office address is Route No. 2, Box 345, Williamsport, Maryland 21795, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be, and hereby are, authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

DIRECTORS:


Mark Plessinger


Frank C. Plessinger


Frank E. Plessinger

2920 0208

John Grove
John Grove

Randy Grove
Randy Grove

I, Randy Grove, Secretary of SPEEDWAY CONCESSIONS, INC. hereby certify that the foregoing is a true and correct copy of a Resolution actually rendered by the Board of Directors of said Corporation.

WITNESS my hand and the official seal of the Corporation.

Randy Grove
Randy Grove, Secretary

Corporate Seal:



1076

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

SPEEDWAY CONCESSIONS, INC.

received for record May 20, 1987

, at 9:21 A.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 26252

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$6.00	1.50
Total	\$11.00	

MAILED AUG 17 1987

Return to: Snyder and Benjamin
28 Jonathan Street
Hagerstown, Maryland 21740

rc

2920 0206

Received for record August 12, 1987 at 9:29 AM CORPORATION
LIBER 37

1077

May 27, 1987

Department of Assessment & Taxation
301 West Preston St.
Baltimore, Md. 21201

RECORD .50
A 1613CHCK .50
01987 8-12 A9:29

To Whom it may concern;

RECORD .75
A 1614CHCK .75
01987 8-12 A9:30

I Terrance Lee Hinckle, Sr. Resident Agent of Hinckle Liquors Inc. do hereby
notify the Department of Assessment and Taxation of my resignation as
Resident Agent of Hinckle Liquors Inc. to become effective immediately.
Hinckle Liquors as been duly notified.

Thank you,

7252377 Terrance Lee Hinckle Sr.

Terrance Lee Hinckle, Sr. 130 2502

C/C Hinckle Liquors, M leen Murray

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

HINCKLE LIQUORS, INC.

received for record June 1, 1987

, at 11:28 A.M.

and recorded on Film No.

Frame No.

one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 26294

Special Fee Paid	\$5.00 .50
Recording Fee Paid	\$3.00 15
Total	<u>\$8.00</u>

MAILED AUG 17 1987

Return to: TERRANCE L. HINCKLE
203 Fulton Street
Hancock, Maryland 21750

rc

2920 2501

Received for record August 12, 1987 at 9:31 AM
CORPORATION LIBER 37

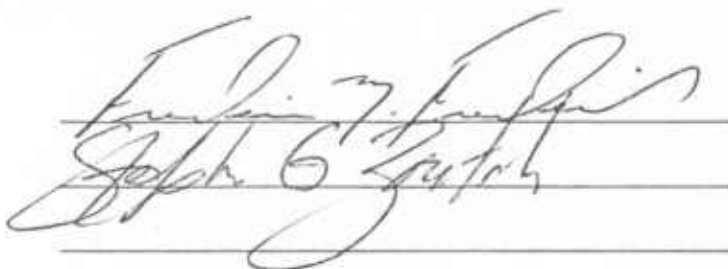
1079
RECORD .50
A 1616CHCK .50
01987 8-12 A9:31

RECORD .75
A 1617CHCK .75
01987 8-12 A9:31

WHEREAS, the Stockholders of Frederick, Seibert & Associates, Inc.
at a special meeting duly held on June 13, 1987, at 51 East
Antietam Street, Hagerstown, Maryland, adopted and approved the following
Resolution:

RESOLUTION

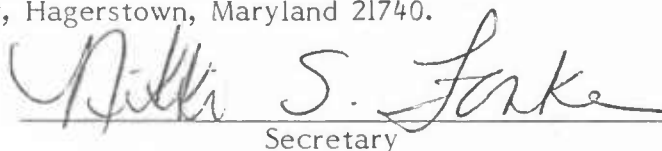
NOW, THEREFORE, BE IT RESOLVED, that the resident agent of the
corporation shall henceforth be Stephen G. Zoretich, whose address is
255 Dill Avenue, Frederick, MD 21701



Stockholders

71748067

THIS IS TO CERTIFY, That the above Resolution was passed at a
special meeting held by the Stockholders on June 13, 1987,
at 51 East Antietam Street, Hagerstown, Maryland 21740.


Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

FREDERICK, SEIBERT & ASSOCIATES, INC.

received for record June 23, 1987

, at 9:20 A.M.

and recorded on Film No.

Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 26442

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

MAILED AUG 17 1987

Return to: FREDERICK, SEIBERT & ASSOCIATES, INC.
51 East Antietam Street
Hagerstown, Maryland 21740

rc